

**BYLAWS
OF
CARMEL POINTE HOMEOWNERS ASSOCIATION
Revision Approved January 18, 2018**

Pursuant to the provisions of Article 1, Title 10, Chapter 2 of the Arizona State Revised Statutes (ASRS), Carmel Pointe Homeowners Association hereby adopts the following Bylaws:

**ARTICLE I
NAME AND LOCATION**

The name of the corporation is CARMEL POINTE HOMEOWNERS ASSOCIATION, hereinafter referred to as the "Association", the principal office of the Association shall be the address on file with the Arizona Corporation Commission. Meetings of Members and Directors may be held at such places within the State of Arizona, County of Pima, as may be designated by the Board of Directors.

**ARTICLE II
DEFINITIONS**

Section 1. "Association" shall mean and refer to CARMEL POINTE HOMEOWNERS ASSOCIATION, an Arizona nonprofit corporation, its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain real property described in the Tract Declaration of Covenants, Conditions, Restrictions and Easements for Carmel Pointe.

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

Section 4. "Lot" shall mean and refer to the Lots shown upon any recorded subdivision map of the Properties, with the exception of the Common Area.

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 which is part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of any obligation.

Section 6. "Declaration" shall mean and refer to the Tract Declaration of Covenants, Conditions, Restrictions and Easements for Carmel Pointe applicable to the Properties and recorded in the Office of the Pima County Recorder, State of Arizona, as they may be amended from time to time.

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

ARTICLE III MEETINGS OF MEMBERS

Section 1. Annual Meetings. The annual meeting of the Members shall be held at least once per year, preferably in January, with the date, time and place to be determined by the Board.

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 representing at least 25% of the total votes in the Association. The purpose of the special meeting shall be specified in the appropriate notice.

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, and no more than fifty (50) days per ASRS 33-1804 or sixty (60) days per ASRS 10-3705 days, before such meeting to each Member entitled to vote thereafter. This notice will be addressed to the Member's address last appearing on the books of the Association, or supplied by such Member to the Association. 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. Quorum. The presence of Members in person, by phone, by live video, or by absentee ballot representing at least one-tenth of the votes of the Members shall constitute a quorum for any action, except as otherwise specifically set forth in the Articles of Incorporation, the Declaration, these Bylaws, Arizona law, or Federal law. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have power to recess the meeting without notice other than an announcement at the meeting; provided, however, if the recess is for more than thirty (30) Days, this becomes an adjournment. At such second meeting, the required number of votes present to constitute a quorum will be reduced by one-half (1/2).

Section 5. Voting. The vote for each Lot, which may be cast in person or by absentee ballot, must be cast as a single unit. Fractional votes are not allowed. Should more than one ballot be received per Lot, all ballots for that Lot shall be deemed void.

Section 6. Record Date. In advance of any meeting of the Members, the Board may set a record date that is not more than ten (10) days before such meeting for the determination of Members of record entitled to vote at a designated meeting. The Members entitled to vote at any meeting will be determined as of the Pima County Record Date.

Section 7. Action by Written Absentee Ballot. Any action that Members take at a meeting of the Members may be taken without a meeting if the Association delivers a written ballot to every Member entitled to vote on the matter. A written ballot shall:

- a. Set forth each proposed action.
- b. Provide an opportunity to vote 'for' or 'against' each proposed action.
- c. State the number of responses needed to meet the quorum requirement.
- d. State the percentage of approvals needed to approve each action other than for an election of directors.
- e. Specify the deadline-time by which the ballot must be delivered to the Association in order to be considered valid to count, which shall not be less than seven (7) days after the ballot is delivered.

ARTICLE IV

BOARD OF DIRECTORS, SELECTION, TERM OF OFFICE

Section 1. Number. The affairs of the Association shall be managed by a Board of Directors of not less than three (3) nor more than five (5) directors each of whom must be a Member, or an individual designated by a corporation, partnership, or other non-individual Member. Prior to an annual meeting, the Board of Directors may increase or decrease the number of directors consistent with this Section which change will be effective for such annual meeting.

Section 2. Term of Office. For the purpose of continuity, all the directors shall be elected for a three (3)-year term. The staggered Board for this Association was established in this manner: in a three (3) year period, in year one, one vacancy served one year; in year two, two vacancies served for two years; and, in year three, two vacancies served three years. The Board may adjust the terms of any Director that is up for election to maintain the staggered Board. The Board may not adjust the term of a sitting Director.

Section 3. Replacement. In the event a Board position becomes vacant for any reason prior to the end of the three (3)-year term, the Board may fill this vacancy by Board appointment and approval for the balance of the unexpired term.

Section 4. Removal. Any board member may be removed from the Board, with or without cause pursuant to ASRS 33-1813, as amended.

Section 5. Compensation. No board member shall receive compensation for any service he or she may render to the Association that is within his duties as a director. 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 AND FILLING OF COMMITTEE VACANCIES

Section 1. Nominations for Board of Directors. Nominations for election to the Board of Directors shall be made by a Nominating Committee.

- a. Any eligible Member may run for the Board.
- b. The Nominating Committee shall make as many nominations for the election to the Board of Directors as it shall in its discretion determine.
- c. The Nominating Committee shall provide names to the Board to fill Committee Chair and Committee Member vacancies.
- d. Such nominations may be made from among individual Members or individuals designated by corporate, partnership, and other non-individual Member.

Section 2. Election. Election to the Board of Directors shall be by secret ballot. In any such election, every Member is entitled to one vote per vacancy.

ARTICLE VI

MEETINGS OF DIRECTORS

Section 1. Regular Meeting. Regular meetings of the Board of Directors shall be held four (4) times per calendar year, at such place and hour as may be determined by the Board and scheduled by the secretary. Notice of time and place of regular meetings shall be given to each director by hand-written delivery, mail, telephone or email at least three (3) days prior to the date of the meeting. Appearance of a Director at the meeting waives any objection that the Director did not receive proper notice.

Section 2. Special Meeting. Special meetings of the Board of Directors shall be held when called by the President of the Association or by any two of the directors. Notice of the meeting shall be to each director by telephone or by email at least three (3) days prior to the date of the meeting except when emergency circumstances dictate a shorter-period.

Section 3. Action in Lieu of Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take care of in a meeting by obtaining written approval or approval by email, of all the directors on any action not having direct impact on the Membership. Any action so approved shall have the same effect as though taken at a meeting of the directors. Each Action in Lieu will be sanctioned (appear) in the minutes of the next regular Meeting.

Section 4. Executive aka "Closed Meeting". Circumstances such as legal matters, an issue involving a resident deemed personal or an evaluation of an employee may require a meeting or a portion thereof to be closed.

Section 5. Emergency Meeting. An Emergency Board Meeting is called when there is action that cannot be delayed by the Board until the next scheduled regular meeting AND there is not sufficient time to notify homeowners for a Special Board Meeting.

Section 6. Quorum. A majority of the number of directors by presence in person, by phone, or by live video shall constitute a quorum for the transaction of business. Every act or decision done or made by majority of the directors' present at a duly held meeting at which quorum is present shall be regarded as the act of the Board.

Section 7. Notice to Members – Open Meetings. Notice to Members of a Board of Directors meeting shall be given at least forty-eight (48) hours in advance of such meetings by newsletter, conspicuous posting, or other reasonable means as determined by the Board unless emergency circumstances require action by the Board before notice can be given, except for matters that the Board, at its election, may address in executive session pursuant to ASRS Section 33-1804. Members (or any person designated by a Member in writing as a Member's representative) shall be permitted to attend regular and special Board meetings and speak at an appropriate time before the Board takes formal action on any matter.

ARTICLE VII
POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. In addition to all other powers, the Board of Directors shall have power to the listed:

- Employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.
- Adopt and publish rules and regulations governing the use of the Common Area and facilities and the personal conduct of the Members and their guests thereon, and to establish penalties for the infraction thereof.
- Suspend the right of a Member to vote or use the Common Area in accordance with Declaration and Arizona law.
- Exercise for the Association all powers, duties and authority vested in or delegated to the Association and not reserved to the Membership by other provisions of these Bylaws, Article of Incorporation or the Declaration.
- Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent three (3) consecutive, regular meetings of the Board of Directors.
- Grant easements over, across or under the Common Areas for public utilities, ingress, egress and such other purposes as may be deemed advisable by the Board.
- Elect a Board of Director to chair the Architectural Control Committee per the ASRS 33-1817.

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

- a. as more fully provided in the Declaration:
 - 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;
 - 3. Collect assessments in accordance with the Declaration and if appropriate, to record a Notice of Lien against any Lot for which an assessment is not paid within thirty (30) days after the due date or bring an action at law against the Owner personally obligated to pay such assessment.
- b. Procure and maintain liability and hazard insurance and other insurance on behalf of the Association in the amounts required by the Declaration or otherwise determined by the Board of Directors in their sole discretion.
- c. Cause the common area to be maintained.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

Section 1. Office. The officers of this Association shall be a president, vice-president, secretary, treasurer, and member-at-large who shall at all times be members of the Board of Directors. In addition, the Board may from time-to-time create by resolution other officers.

Section 2. Election of Officers. The officers shall be elected by the Board of Directors following each annual meeting.

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 or she shall resign sooner, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect such 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. An officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the president or the secretary. Such resignation will take effect on the date designated by the officer resigning.

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 being replaced.

Section 7. Multiple Officers. The offices of secretary and/or 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

- ⬆ The president shall establish a board meeting agenda; shall preside at all meetings of the Board of Directors, shall see that order and resolutions of the Board are carried-out; shall sign all contracts, and other written documents.
- ⬆ The president shall co-sign checks and promissory notes unless the authority to sign checks in the ordinary course of Association business has been delegated to a management company.

VICE-PRESIDENT

- ⬆ The vice-president shall act in the place and stead of the president in the event of this officer's absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of this position by the Board.

SECRETARY

- ⤴ The secretary shall keep the minutes of all meetings and record the votes and proceedings of the Board and the Members; serve notice of the meetings of the Board and the Members; and, keep a current copy of the Membership required by the Board to the extent that these duties have not been delegated to a management company.

TREASURER

- ⤴ 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 co-sign all checks and promissory notes of the Association to the extent these duties have not been delegated to a management company.
- ⤴ The treasurer shall report the prepared financials at each of the Annual and Regular meetings; prepare the annual budget for the forthcoming year; review financial documents with the association manager; and provide the continuous update of the 20-year budget.
- ⤴ The Treasurer shall assure according to ASRS 33-1810 that an annual review or compilation has been completed.

MEMBER-AT-LARGE

- ⤴ The member-at-large shall receive all answering service emails and assist with the resolution as deemed necessary that is not provided by our service contracts, and shall perform other duties as required by the Board.

ARTICLE IX COMMITTEES

The Association shall appoint an Architectural Control Committee, as provided in the Declaration, which shall include at least one member of the Board of Directors who shall serve as Chairperson of the committee as provided in the ASRS 33-1817; shall appoint a Nominating Committee as provided in these Bylaws; and, shall appoint other committees as deemed appropriate in carrying out the duties of the Association and Board of Directors.

ARTICLE X BOOKS AND RECORDS

The books, record and papers of the Association shall at all times during reasonable business hours be subject to an inspection by any Member. The Declaration, the Articles of Incorporation and the Bylaws of the Association shall be available for inspection by any Member at the principal office of the Association, where copies may be purchased at a reasonable cost.

ARTICLES X 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 not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days

after the due date, action will be taken in accordance with present standards of the Association in compliance with ASRS 33-1807. No Owner may waive or otherwise escape liability for the assessments provided for herein by non-use of Common Area or abandonment of his Lot.

ARTICLE XII

AMENDMENTS – CONFLICTS

Section 1. Amendments. These Bylaws may be amended by the affirmative vote of a majority of the Board of Directors. These Bylaws may not be amended insofar as such amendment would be inconsistent with the Declaration, the Articles or the Arizona State Revised Statutes. These Bylaws may be ratified at a regular or special meeting of the Members, by a vote of the majority of the votes entitled to be cast at a meeting of a quorum of Members present in person.

Section 2. Conflicts. 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. If there is a conflict between the Community Documents and State or Federal law, then State or Federal law shall control.

ARTICLE XIII

FISCAL YEAR

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.

ARTICLE XIV

NOTICE

All notices, demands, statements or other communications required to be given under these Bylaws shall be in writing and shall be deemed to have been duly given if delivered or sent by any type of delivery system, prepaid, or, in the case of notice pursuant to Article VII, Section 2. (a.) (1.) of these Bylaws, registered or certified mail, return receipt, postage prepaid:

- a. if to an Owner, at the address that the Owner shall designate in writing and file with the Secretary or, if no such address is designated, at the Owner's property address within Carmel Pointe; or
- b. if to the Association, the Board or any manager employed by the Association with respect to management of the Common Area, at the principal office of the manager or such address as shall be designated by notice in writing to the Owners. A notice given by mail shall be deemed to have been received by the person to whom the notice is addressed on the earlier date of notice is actually received or three (3) days after the notice is mailed. If a Lot is owned by more than one person, notice to one of the Owners of the Lot shall constitute notice to all Owners of the Lot.

THE ABOVE IS THE FINAL ARTICLE & THIS IS THE FINAL PAGE OF THE CARMEL POINTE HOA BYLAWS.