

Eagle Rock HOA
Minutes, Directors' Meeting, March 20, 2013

Peter Flynn called the meeting to order. Seven Directors were present: Rob Bonner, David Brushwood, John Cantello, Peter Flynn, Laura Pennington, Paolo Scardina, and Steve West. Joel Gilgoff and Carsten Holm were unable to attend.

Motion 1: The following persons be elected to serve as the officers of the Association each to serve until he or she shall resign, be removed or otherwise become disqualified to serve:

President: Peter Flynn
Vice-president: Steve West
Secretary: Carsten Holm
Treasurer and Official Agent: David Brushwood

After discussion the motion carried unanimously.

Motion 2: The following persons be elected to serve as members of the Nominating Committee each to serve until the close of the next annual meeting or until he or she shall sooner resign, be removed or otherwise become disqualified to serve: Peter Flynn, Steve West, David Brushwood.

After discussion the motion carried unanimously.

Motion 3: The following persons be elected to serve as members of the Architectural Review Committee each to serve at the will of the Board of Directors: John Cantello, Carsten Holm, and Steve West, alternate Paul Scardina.

After discussion the motion carried unanimously.

Motion 4: The annual assessment for the 2013 calendar year shall be \$200 per lot and such assessment shall be due on or before April 30, 2013.

After discussion the motion carried unanimously.

Motion 5: The Amended and Restated Bylaws in the form attached to these minutes be approved.

After discussion the motion carried unanimously; the approved Amended and Restated Bylaws as passed by the Directors are available through the HOA website, www.eaglerockhoa.net.

Motion 6: The Directors approve, ratify and affirm all resolutions passed by the persons acting as the members of the Board of Directors of the Association as set forth in the minutes of previous Board meetings held on the following dates as posted on the Association website www.eaglerockhoa.net, with

the exception of the approval of revised Bylaws on February 9, 2013: DM December 2009, DM December 2010, DM January 2011, DM January 2012, DM June 2012, DM January 2013, DM February 9, 2013, DM February 22, 2013.

After discussion the motion carried unanimously.

There being no further business, the meeting was adjourned.

Prepared by: Peter Flynn

March 20, 2013

**Amended and Restated Bylaws
of
Eagle Rock Homeowners Association**

WHEREAS, Eagle Rock Homeowners Association (the "Association") was incorporated as a nonprofit corporation in the State of Arizona on or about, August 8, 2004; and

WHEREAS, the initial Bylaws of the Association (the "Initial Bylaws") were adopted by the Board of Directors on February 22, 2005; and

WHEREAS, Section of Article 13 of the Initial Bylaws grants to the Board of Directors the power to amend the Initial Bylaws; and

WHEREAS, at a meeting held March 20, 2013, the Directors unanimously adopted resolutions amending the Initial Bylaws to provide as set forth in these Amended and Restated Bylaws.

NOW THEREFORE, these Amended and Restated Bylaws of the Association are hereby adopted in their entirety as follows:

Article 1 Name and Location

The name of the corporation is Eagle Rock Homeowners Association (ERHOA), hereinafter referred to as the "Association". The current principal office of the Association is P.O. Box 4311, Sedona, AZ 86340, but the principal office may be changed at any time and from time to time by vote of the Directors. Meetings of the Members and the Directors may be held in such places within the State of Arizona, County of Yavapai, as may be designated by the Board of Directors.

Article 2 Definitions

2.1 "Association" shall mean Eagle Rock Homeowners Association, an Arizona non-profit corporation, its successors and assigns.

2.2 "Properties" shall mean and refer to that certain real property described in the Amended and Restated Declaration of Covenants, Conditions and Restrictions for Eagle Rock Subdivision.

2.3 "Common Area" shall mean all real property owned by the Association, legally described Tract O, Eagle Rock Subdivision and identified as Parcel 408-24-523 by the Assessor's Office of the County of Yavapai.

2.4 "Lot" shall mean and refer to Lots shown upon the recorded Final Plat Eagle Rock Subdivision, recorded in Book 49 of Maps, Page 77, in the official records of the , Recorder's Office, County of Yavapai, with the exception of the Common Area.

2.5 "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, but excluding those having such interest merely as security for the performance of an obligation.

2.6 "CCRs" and "Declaration" shall each mean and refer to the Amended and Restated Declaration of Covenants, Conditions and Restrictions for Eagle Rock Subdivision recorded February 14, 2005 in Book 4233, Page 101, in the official records of the Office of the Yavapai County Recorder, State of Arizona, as may be amended.

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

Article 3 Meeting of Members

3.1 Annual Meetings. An annual meeting of the Members of the Association shall be held at least once every twelve (12) months at a date and time determined by the Board of Directors for the purpose of electing or announcing the results of the election of Directors and transacting such other business as may properly come before the meeting. 3.2 Special Meetings. Special meetings of the Members may be called at any time by the president, by the Board of Directors, or by a request submitted to the president in writing by two (2) Members.

3.2 Notice of Meeting. Written notice stating the place, day and hour of the annual meeting of Members or a special meeting of Members shall be hand delivered or delivered by first-class U.S. Mail to all Members, not less than ten (10) nor more than fifty (50) days before the date of such meeting, by or at the direction of the Secretary. The notice of the meeting shall be deemed to be delivered when left with a person of suitable age and discretion at the address that appears on the records of the Association or when deposited, postage prepaid, in the United States Mail and addressed to the Member at the address that appears on the records of the Association. In the case of special meetings, the purpose for which the special meeting is called shall be stated in the notice and no business shall be transacted at such special meeting except as stated in the notice.

3.3 Quorum. The presence in person or by absentee ballot at a properly noticed meeting of Members entitled to cast at least fifty-one percent (51%) of the votes of the Members that may be cast at such meeting shall constitute a quorum at all meetings of the Members.

3.4 Absentee Ballots. At all meetings of Members, each Member entitled to vote at such meeting may vote by absentee ballot in accordance with applicable Arizona statutes.

Article 4 Board of Directors: Selection, Term of Office

4.1 Number. The affairs of this Association shall be managed by a Board of not less than three (3) nor more than nine (9) directors, as determined from time-to-time by the Board of Directors. All Board

members shall be Members of the Association. If an Owner is a corporation, partnership or trust, an officer, partner, trustee or beneficiary of such owner may serve as a Director.

4.2 Term of Office. The directors shall be elected at the annual meeting or at any special meeting of the Members, and each director shall hold office provided he remains a Member until the annual meeting held next after his election and until his successor shall have been elected and qualified, or until his death, or until he shall resign or shall have been removed in the manner hereinafter provided.

4.3 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 successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

4.4 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 duties.

Article 5 Nomination and Election of Directors

5.1 Nomination. Nomination for election to the Board of Directors shall be made by a Nomination Committee. Nominations can also be made by any Member as part of the annual meeting. The Board of Directors may appoint a Nominating Committee; provided that, in the absence of a specific appointment by the Board of Directors of a Nominating Committee, the Board shall serve as the Nominating Committee.

5.2 Election. Election to the Board of Directors shall be by secret ballot.

Article 6 Meetings of Directors

6.1 Regular Meetings. Notice to directors of a meeting of Directors will be through an electronic means such as email, or through written notice by physical mail to a Director who requests such physical mail notice. Meetings of Directors will be conducted, either in person or through teleconference. Meetings of the Board of Directors may be held by conference telephone or other similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation at such meeting shall constitute presence in person at the meeting.

6.2 Special Meetings. Meetings of the Directors will be held when called by the president or by any two (2) Directors, with not less than one (1) day notice to each Director.

6.3 Quorum and Manner of Acting. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from

time to time without further notice. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless a greater number is required by law or by the Declaration, the Articles of Incorporation or these Bylaws.

Article 7 Powers and Duties of the Board of Directors

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

7.1.1 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.

7.1.2 Suspend the voting rights of a Member during any period in which such Member shall be in default in the payment of any assessment levied by the Association.

7.1.3 Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the Membership by other provision of these Bylaws, the Articles of Incorporation, or the Declaration.

7.1.4 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.

7.1.5 Employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

7.1.6 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.

7.2 Duties. It shall be the duty of the Board of Directors, as more fully provided in the Declaration, to:

7.2.1 Fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period.

7.2.2 Send notice of each assessment to every Owner subject thereto.

7.2.3 Record a lien, and foreclose the lien against any property for which assessments are not paid within thirty (30) days after the due date or to bring an action at law against the Owner personally obligated to pay the same, provided such actions are cost effective in the sole discretion and opinion of the Board of Directors.

7.2.4 Issue, or 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.

7.2.5 Procure and maintain liability and hazard insurance on property owned by the Association as well Directors and Officers insurance and such other insurance as the Board shall determine appropriate in each case in such amounts determined by the Board of Directors in their sole discretion.

7.2.6 Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate.

7.2.7 Cause the Common Area and all other areas of Association responsibility as may be set forth in the Declaration to be properly maintained.

Article 8 Officers and Their Duties

8.1 Enumeration of Officers. 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 officers as the Board may from time to time by resolution create.

8.2 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 or at such other time or times as determined appropriate by the Board.

8.3 Term. The officers of this Association shall be elected by the Board of Directors and shall each hold office until his successor is elected and qualified or he shall sooner resign, be removed, or otherwise become disqualified to serve.

8.4 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.

8.5 Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by 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.

8.6 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 he replaces.

8.7 Multiple Offices. The offices of secretary and treasurer may be held by the same person. No person shall otherwise hold more than one (1) office except in the case of special offices created to Section 8.4.

8.8 Duties. The duties of the officers are as follows:

8.8.1 President. 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 approve in advance, in person or through an electronic means such as email, all checks and promissory notes; and shall call meetings of the Board and Members.

8.8.2 Vice-President. 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 by him by the Board.

8.8.3 Secretary. The secretary shall, with the assistance of the president, record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members and perform such other duties as required by the Board.

8.8.4 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 sign checks and promissory notes of the Association after notification to and approval by the president, and keep proper books of account for review at the request of any Director or Member.

Article 9 Committees

The Board of Directors shall annually appoint an Architectural Review Committee (ARC), as provided for the Declaration. The Board of Directors may appoint a Nominating Committee; in the absence of a specific appointment of a Nominating Committee, the Board shall serve as the Nominating Committee. In addition the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purposes.

Article 10 Books and Records

A copy of minutes of meetings of the Members and the Board of Directors, and of the decisions of the ARC, shall be maintained by the president and/or the secretary, and may be requested by any Member except as to minutes which may be withheld from members pursuant to applicable law. The Declaration, the Articles of Incorporation and the Bylaws of the Association shall be maintained and made available for review and copying upon request to any Member. The Association shall maintain a website where key documentation is also available to Members.

Article 11 Assessments

As more fully provided in the Declaration, each Owner 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. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at a rate determined by the Board of Directors, and the Association may bring an action at law against the Owner personally obligated to pay the same and/or foreclose the lien against the property, and 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 his Lot.

Article 12 Amendments and Conflicts

12.1 Amendment of these Bylaws may be made by the Board of Directors, subject to amendment or repeal by the vote of not less than three fourths (3/4) of the total votes entitled to be cast by the Membership at a meeting at which a quorum of Members is present.

12.2 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 or the Articles, the Declaration shall control.

Article 13 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 14 Notice

All notices required or permitted to be sent to the Board of Directors will be sent by first-class mail, postage prepaid, to the office of the Association, or to such other address as the Board may, from time to time, designate. All notices required or permitted to be sent to any Member will be sent first-class U.S. mail, postage prepaid, to such address as the Member may have designated in writing to the Board of Directors. All notices will be deemed to have been given when mailed, except notices of change of address which will be deemed to have been given when received. If a Lot is owned by more than one (1) person, notice to one (1) of the Owners of the Lot shall constitute notice to all Owners of the Lot. If a Lot is owned by a corporation or trust, delivery of notice to the designated Member for that Lot shall constitute notice to the Owner.

Reviewed and Approved by the Board of Directors of the Eagle Rock Homeowners Association on March 20, 2013.

By: _____
President

By: _____
Vice-President

SECRETARY'S CERTIFICATE

The undersigned does hereby certify that:

He/She is the duly elected Secretary of the Eagle Rock Homeowners Association, an Arizona nonprofit corporation; and

The foregoing Bylaws constitute the Bylaws of the Eagle Rock Homeowners Association as adopted by at least a majority of the Directors present at a meeting duly called and held on March 20, 2013,

IN WITNESS WHEREOF, the undersigned has hereunto set his/her hand as of this ____ day of _____ 201__.

_____, Secretary