

AMENDED BYLAWS
OF
VISTA WEST VILLAS HOMEOWNERS ASSOCIATION

ARTICLE I

NAME AND LOCATION

The name of the corporation is VISTA WEST VILLAS HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as the Association. The principal office of the corporation shall be located in Lake Havasu City, Arizona. The meeting of members and directors may be held at such places in the State of Arizona, County of Mohave, as may be designated by the Board of Directors.

ARTICLE II

MEETINGS OF MEMBERS

Section 1. **Annual Meetings.** The annual meeting of the Members shall be held at such date, time and place as designated 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 by at least one-fourth (1/4) of the voting Members.

Section 3. **Notice of Meetings.** Written notice of each meeting of the Members and an agenda for that meeting shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by hand-delivery and/or by mailing a copy of such notice, postage prepaid, at least ten (10), but not greater than fifty (50), days before such 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, in the case of a special meeting, the purpose of the meeting.

Section 4. **Quorum.** The presence at the meeting of Members entitled to cast, in person or by absentee ballot, a majority of the votes of the membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation 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,

without notice other than announcement at the meeting, 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 or for special meetings and annual meetings of the membership. 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 shall not 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 III

BOARD OF DIRECTORS; SELECTION; TERM OF OFFICE

Section 1. **Number.** The affairs of this Association shall be managed by a Board of not less than three (3) nor more than five (5) Directors, all of whom must be Members of the Association.

Section 2. **Term of Office.** Directors are to be elected by the members at the Annual Meeting of the Members. Commencing with the first Annual Meeting after these Amended Bylaws are adopted, the Directors shall be elected to staggered terms. If five (5) Directors are elected to the Board at this meeting, two (2) Directors will be elected to three

(3) year terms, two (2) Directors will be elected to two (2) year terms and one (1) Director will be elected to a one (1) year term. If three (3) Directors are elected to the Board at this meeting, one (1) Director will be elected to a three (3) year term, one (1) Director will be elected to a two (2) year term, and one Director will be elected to a one (1) year term. The Directors with the largest number of votes will receive the longer terms. If there is a tie in the number of votes, the staggered terms will be determined by the elected Directors. After fulfillment of the above-described staggered terms, all subsequently elected Directors' terms shall be two (2) years in length.

Section 3. **Removal.** Directors may be removed from office at any regular or special meeting, pursuant to Arizona law which outlines the following procedure:

- A. Petition for Removal of Director Requirements: A petition must be presented to the board for removal of a Director that is signed by the number of persons who are entitled to cast at least 25% of the votes in the association;
- B. Special Meeting: The special meeting shall be noticed and held within 30 days after receipt of the petition for removal. The notice of this special meeting must be given to the Members at least ten (10) days prior to the meeting;
- C. Quorum: A quorum for the removal meeting purpose is met if at least 20% of the votes are present at the meeting in person or as otherwise permitted by law;
- D. Percentage Required to Remove Director: A member of the board can be removed from office with or without cause by a majority vote of the members entitled to vote and voting on the matter at a meeting of the members called for the removal purpose. A quorum must be present;
- E. Retention of Documents: The board must retain documents related to proposed removal for at least one year after the special meeting and shall permit inspection of these records by members;
- F. Only One Removal Attempt Per Term: A petition for removal of the same member of the board shall not be submitted more than once during each term of office for that member.

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 or her predecessor.

Section 4. **Compensation.** No Director shall receive compensation for any service rendered to the Association. However, any director may be reimbursed for actual expenses incurred in the performance of official duties.

Section 5. **Nonliability of Directors.** To the fullest extent permitted by law, neither the Board nor any officer of the Association shall be liable to any Owner or the Association for any damage or loss suffered or claimed on account of any decision, approval or disapproval, course of action, act, omission, error, or negligence if such Board member or officer acted in good faith within the scope of his or her duties.

ARTICLE IV

ELECTION OF DIRECTORS

Section 1. **Election.** Election to the Board of Directors shall be by secret written ballot. The persons receiving the largest number of votes shall be elected.

Section 2. **Nominating Committee.** Nomination for election to the Board of Directors may 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 Association. The Nominating Committee may be appointed by 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.

ARTICLE V

MEETINGS OF DIRECTORS

Section 1. **Regular Meetings.** Regular meetings of the Board of Directors may be held with forty-eight (48) hours' notice to the Membership, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday. Notice to members of meetings of the Board of Directors is not required if emergency circumstances require action by the Board before notice can be given.

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. Notice of a special meeting may be waived in writing by all directors.

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 VI

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

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

(a) To call special meetings of the members whenever it deems necessary and it shall call a meeting at any time upon written request of one-fourth (1/4) of the voting membership, as provided in Article V, Section 2 of these Bylaws.

(b) To appoint and remove at pleasure all officers, agents and employees of the Association, prescribe their duties, fix their compensation, and require of them such security or fidelity bond as it may deem expedient. Nothing contained in these Bylaws shall be construed to prohibit the employment of any Member, Officers or Directors of the Association in any capacity whatsoever.

(c) To establish, levy and assess, and collect the assessments or charges as authorized in the Declaration.

(d) To adopt and publish rules and regulations governing the use of the Common Area(s) and facilities and the personal conduct of the members and their guests thereon.

(e) To exercise for the Association all powers, duties and authority vested in or delegated to this Association, except those reserved to members in the covenants.

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

(a) To 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 is requested in writing by one-fourth (1/4) of the voting membership, as provided in Article V, Section 2.

(b) To supervise all officers, agents and employees of this Association, and to see that their duties are properly performed.

(c) To comply with the requirements of the Corporate Transparency Act (CTA), and any related regulations or amendments thereto. This includes, but is not limited to, the timely filing of required information with the Financial Crimes Enforcement Network (FinCEN) regarding the beneficial ownership of the non-profit corporation, as well as any other disclosures mandated under the CTA.

(d) To issue, or to cause an appropriate officer to issue, upon demand by any person a certificate setting forth whether any assessment has been paid. Such certificate shall be conclusive evidence of any assessment therein stated to have been paid.

(e) To procure and maintain adequate liability and hazard insurance on property owned by the Association.

(f) To cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate; and

(g) To cause the Common Area to be maintained.

ARTICLE VII

MEETINGS OF DIRECTORS

Section 1. **Regular Meetings.** The first Board of Directors shall meet annually and thereafter, regular meetings of the Board of Directors shall be held with forty-eight (48) hours notice to the Membership, 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. **Waivers.** The transaction of any business at any meeting of the Board of Directors, however called and noticed, or wherever held, shall be as valid as is present and, if either before or after the meeting, each of the directors not present signs a written waiver of notice, or a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records and made a part of the minutes of the meeting.

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. **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.

Section 5. **Vacancies.** A vacancy in any office may be filled in the manner prescribed for regular election. The officer elected to such vacancy shall serve for the remainder of the term of the officer he replaced.

Section 6. **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.

ARTICLE VIII

OFFICES AND DUTIES OF THE BOARD DIRECTORS

The duties of the officers are as follows:

(a) **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 co-sign all checks with the Treasurer, and approve all expenses.

(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 him by the Board.

(c) **Secretary.** 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.

(d) **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 with the President ; 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 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.

ARTICLE IX

COMMITTEES

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

ARTICLE X

BOOKS AND PAPERS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to the inspection of any members. The Association may charge members a fee for making copies of records, as permitted by A.R.S. Section 33-1805, as it may be amended from time to time.

ARTICLE XI

FISCAL YEAR

The fiscal year of the Association shall begin on January 1 and end of December 31 of each year.

ARTICLE XII

AMENDMENTS

Section 1. **Amendment.** These Bylaws may be amended, at a regular or special meeting of the members, by a vote of a quorum of the members present in person or by mail-in/absentee ballot, provided that those provisions in these Bylaws which are governed by the Articles of Incorporation of this Association may not be amended except as provided in the Articles of Incorporation or applicable law; and provided further that any matter stated herein to be or which is in fact governed by the Declaration applicable to the Properties may not be amended except as provided in such Declaration.

Section 2. **Conflict.** In case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict in the Declaration applicable to the Properties referred to in Section 1 and these Bylaws the said Declaration shall control.

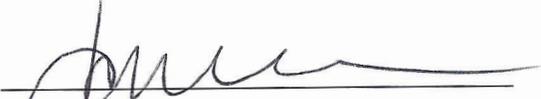
CERTIFICATION

I, THE UNDERSIGNED DO HEREBY CERTIFY:

THAT, I am the duly elected and acting secretary of the Vista West Homeowners Association, an Arizona corporation, and,

THAT the foregoing Bylaws constitute the Amended and Restated Bylaws of said Association, as duly adopted at a meeting of the Members thereof, held on the 5th day of April, 2025.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 5th day of April, 2025.



Secretary