

# BYLAWS OF TRINITY AT HAVASU FOOTHILLS ESTATES HOMEOWNERS ASSOCIATION

## ARTICLE 1 NAME AND LOCATION

1.1. **Name.** The name of this nonprofit corporation ("**Association**") is Trinity at Havasu Foothills Estates Homeowners Association.

1.2. **Principal Office.** The principal office of this nonprofit corporation is 2036 McCulloch Boulevard North, Lake Havasu City, Arizona 86403.

1.3. **Members.** Any Owner of record of a Lot is considered a "**Member**" of the Association.

1.4. **Effective Date.** These Bylaws are effective as of October 21, 2024.

## ARTICLE 2 PURPOSE

2.1. **Purpose.** This Association is formed to serve as the Owner's Association or governing body under that certain Declaration of Covenants, Conditions and Restrictions (the "**Declaration**") and which is or will be recorded in Official Records of Mohave County, Arizona, as the same may be amended from time to time. The Association and its members shall have such rights and obligations as set forth in the Declaration and as provided by Arizona Revised Statutes. Following termination of Declarant Control Period, the Association shall serve as the Design Review Committee.

2.2. **Defined Terms.** Terms used but not defined in these Bylaws will have the meanings specified in the Declaration.

2.3. **Conflicting Provisions.** If there is any conflict between the Articles of Incorporation ("**Articles**") for the Association and these Bylaws, the terms of the Articles will control. In the case of any conflict between the Declaration and these Bylaws, the Declaration will control.

## ARTICLE 3 MEETINGS

3.1. **Annual Meetings.** The annual meeting of the Members will be held each year on a date and time and at a place fixed by the Board of Directors. At such meeting, Directors shall be elected in accordance with these Bylaws. The Members may also transact such other business of the Association as may properly come before them.

3.2. **Special Meetings.** Special meetings of the members may be called at any time by a majority of the Board of Directors, or upon written request of the members who are entitled to vote one-fourth (1/4) of all the votes. Such request shall state the purpose or the purposes of the proposed meeting.

3.3. **Notice of Meetings.** Written notice of each meeting of the Members shall be given, by

mailing a copy of such notice, postage prepaid, no less than 10 days or more than 60 days before such meeting to each Member entitled to vote, 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, date, and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

3.5 **Member Quorum and Voting.** Except as provided in the Articles, the Declaration (particularly for voting procedures during the Declarant Control Period), or these Bylaws, the presence of Members entitled to cast 10% or more of eligible votes constitutes a quorum at a duly called meeting. If a quorum is not present, the Members eligible to vote may adjourn and reschedule the meeting without further notice other than an announcement. At a subsequent meeting, a quorum is 5%. Failure to object to any irregularity at the meeting waives that claim. All approvals must be affirmative; non-responses or negative votes are not valid.

3.6 **Proxies.** Proxy voting is permitted per A.R.S. § 33-1250(B).

3.7 **Absentee Ballots.** The Association shall allow a Member to vote by absentee ballot in compliance with the provisions of A.R.S. § 33-1812.

3.8 **Voting Eligibility.** Members of the Association consists of all Lot Owners, and membership is mandatory. No Owner may relinquish or terminate their membership while owning a Lot. By accepting a deed or otherwise becoming an Owner, each Owner automatically becomes a Member of the Association and agrees to be bound by the terms of the Declaration, Rules, Articles, and Bylaws, as amended from time to time. No more than one (1) vote may be cast with respect to any Lot.

3.9 **Corporate Ownership.** If any Lot is owned by a corporation, partnership, limited liability company, association, or other legal entity, that legal entity will be the Member and that legal entity must designate, in writing, at the time of acquisition of the Lot, an individual who has the power to vote for the Lot.

3.10 **Suspension of Rights.** If any Owner is 30 days overdue in the payment of assessments or other amounts under the Declaration, the Owner's voting rights and membership privileges will be suspended until all payments, including interest, late fees, attorney's fees, and other applicable charges, are fully paid and kept current. The Association will enforce the suspension according to the procedures outlined in the Articles of Incorporation, Rules, and Bylaws, while complying with the notice and opportunity requirements of Arizona law.

## **ARTICLE 4 BOARD OF DIRECTORS**

4.1 **Number of Directors.** The Association will be managed by a Board of Directors (each a “**Director**”) elected by the Members. Elections may occur through written ballots at an annual meeting or by mail. All Directors must be Members of the Association with active membership rights. The Board will have between three (3) and seven (7) members.

4.2 **Board Term of Office.** During the Declarant's Control Period, the Directors shall be appointed by the Declarant. At the first annual meeting of the Membership after the termination of the Declarant's Control Period, the Members shall elect Directors all of whom shall be a Member. Directors serve two (2) year terms. In the first election, the three (3) candidates with the most votes will receive two (2) year terms, while the next two (2) highest candidates will receive one (1) year terms.

4.3 **Removal and Resignation.** A Director may be removed by a special meeting called upon a petition signed by at least 25% of eligible voters. A majority vote of the Members present is needed for removal, provided a quorum is present. A successor may be elected at the same meeting. Directors can resign by providing written notice, effective upon receipt.

3.4 **Compensation.** Directors will not receive compensation for their services but may be reimbursed for pre-approved expenses incurred while performing their duties. Members may inspect evidence of these expenses.

4.5 **Vacancies on the Board.** Vacancies not caused by removal will be filled by a majority vote of remaining Directors at the next meeting, even if less than a quorum is present.

4.6 **Quorum of Directors.** A majority of Directors present at the meeting constitutes a quorum for business transactions. Decisions made by a majority of Directors present at a meeting with a quorum are considered acts of the Board. If a quorum is not present, the meeting may be adjourned and rescheduled.

4.7 **Powers and Duties of the Board.** The Board has all powers necessary for managing the Association's affairs, including but not limited to:

1. Open bank accounts and designate signatories.
2. Make repairs and improvements to Common Areas as specified in the Declaration.
3. Enforce provisions of the Declaration and collect assessments.
4. Hire and manage personnel for maintaining common areas.
5. Oversee the upkeep and maintenance of common areas.
6. Prepare and adopt an annual budget.
7. Establish rules for using common areas and conduct, including penalties for violations.
8. Suspend voting rights and common area access for Members who owe assessments.
9. Exercise all powers vested in the Association not reserved for Members by law or the Declaration.
10. Declare a Board position vacant after three consecutive absences from meetings.
11. Employ and manage Association employees.
12. Hire a manager and delegate authority to them.
13. Maintain complete records of Board actions and allow Member inspections.
14. Fix and collect annual and special assessments for each Lot per the Declaration.
15. Issue required disclosure and payment statements under Arizona law.
16. Maintain necessary insurance coverage.
17. Manage common area maintenance and pay associated taxes.
18. Engage in litigation or administrative proceedings on behalf of the Owners.
19. Borrow money and, with a two-thirds Member vote, mortgage common areas.
20. Enter contracts related to the Association's duties.
21. Own and maintain property of the Association.
22. Establish the Architectural Committee as provided for in the Declaration.

## **ARTICLE 5 OFFICERS AND THEIR DUTIES**

5.1 **Enumeration of Officers.** The officers of the Association include a President, Vice President, Secretary, Treasurer, and any additional officers the Board may create. All officers must be Members after the expiration of Declarant Control Period.

5.2 **Election of Officers.** Officers are elected at the first Board meeting following each annual Members' meeting.

5.3 **Term.** Officers are elected annually by the Board and serve for one (1) year, unless they resign, are removed, or become disqualified.

5.4 **Special Appointments.** The Board may elect other officers as needed, who will serve for a period determined by the Board.

5.5 **Resignation and Removal.** The Board may remove any officer at any time, with or without cause upon a majority vote of the Board. Officers may resign by providing written notice to the Board, President, or Secretary, effective upon receipt or at a specified later date.

5.6 **Vacancies.** The Board may fill any vacancy by appointment upon majority vote of the Board. The appointed officer will serve the remainder of the term of the officer they replace.

5.7 **Multiple Offices.** The Secretary and Treasurer positions may be held by the same person. No individual may hold more than one of the other officer positions, except for special offices created by the Board.

5.8 **Duties of Officers.** The duties of the officers are as follows:

(a) **President.** Presides over Board meetings, ensures Board resolutions are executed, signs documents, and co-signs checks.

(b) **Vice-President.** Acts in the President's absence and performs additional duties as assigned by the Board.

(c) **Secretary.** Records votes and minutes of meetings, maintains the corporate seal, serves notice of meetings, and keeps current membership records.

(d) **Treasurer.** Manages Association funds, signs checks, maintains financial records, oversees annual audits, prepares budgets, and presents financial statements at annual meetings.

## **ARTICLE 6 ARCHITECTURAL COMMITTEE**

6.1 **Architectural Committee.** The Declarant shall serve as the architectural committee during the Declarant's Control Period. After the Declarant Control Period, the Board shall appoint the Architectural Committee who shall be in charge of enforcing the Architectural Guidelines. No addition, alteration, repair, change, or other work which in any way alters the exterior appearance of any part of a Lot, or any Improvements located thereon, which are or would be Visible From Neighboring Property shall be made or done without the prior written approval of the Architectural Committee.

6.2 **Meetings of Architectural Committee.** The Committee shall meet from time to time as necessary to perform its duties hereunder. The vote of a majority of the Committee or the written consent of a majority of the Committee taken without a meeting shall constitute an act of the Committee.

6.3 **Removal.** Term. Members of the Architectural Committee appointed by the Board of Directors may be removed at any time by the Board, and shall serve for such term as may be designated

by the Board or until resignation or removal by the Board.

6.4 **Address of Committee.** The address of the Design Review Committee shall be at the principal office of the Association.

6.5 **Appeal.** If the Architectural Committee make a decision impacting the Members Lot, the Owner may appeal to the Board of Directors by providing written notice of the appeal to both the Board and the Architectural Committee within ten (10) days of receiving the notice of noncompliance. The Board of Directors will hear the matter promptly after giving reasonable notice of the hearing to the Applicant and the Architectural Committee. The Board shall decide, in a timely manner, whether a noncompliance exists, and if so, determine the nature of the noncompliance and the estimated cost of correcting or removing it. The decision of the Board of Directors shall be final and binding on all parties.

## **ARTICLE 7 INDEMNIFICATION**

7.1 **Indemnification Authority.** The Association may indemnify any current or former Member, officer, Director, incorporator, employee, or agent to the fullest extent allowed by Arizona law. This includes protection against third-party claims and derivative actions, covering attorney fees, court costs, and related expenses, in addition to any judgment amounts.

7.2 **Indemnification Procedure.** The process for indemnification will follow state law and may be updated by amendments to the statute or relevant Arizona case law.

7.3 **Additional Rights.** The indemnification rights in this section are in addition to any other rights that may be granted by agreement approved by members or a majority of disinterested Directors, applicable both in official and other capacities.

## **ARTICLE 8 AMENDMENT**

8.1 **Amendment by Declarant.** The Declarant may amend these Bylaws at any time during the Period of Declarant Control as defined in the Declaration.

8.2 **Amendment by the Board of Directors.** The Board of Directors may amend these Bylaws at any time to correct typographical errors.

8.3 **Amendment by the Members.** The Members may amend these Bylaws at any regular or special meeting with a written vote or consent from at least twenty-five percent (25%) of eligible voters.

## **ARTICLE 9 RECORDS AND FISCAL YEAR**

9.1 **Designation of Fiscal Year.** The fiscal year of the Association shall be determined by the Board of Directors.

9.2 **Books and Records.** The books and records of the Association will be available for inspection by any Member during reasonable business hours for a proper purpose at the principal office of the Association in compliance with A.R.S. § 33-1805. The books and records of the Association may be withheld from disclosure for any of the reasons specified in Arizona law.

### CERTIFICATION

I certify that the foregoing Bylaws were duly adopted by the Board of Directors of the Association as of the date signed below.

Name: Dustin Runyon  
Position: Director  
Date: 10/21/2024  
Signature: \_\_\_\_\_  
DocuSigned by:  
DUSTIN RUNYON  
E01EF56C5EA8484...

Name: Andrew Oxley  
Position: Director  
Date: 10/18/2024  
Signature: \_\_\_\_\_  
Signed by:  
Andrew Oxley  
656BD7287BC7433...

Name: Britt Wolf  
Position: Director  
Date: 10/18/2024  
Signature: \_\_\_\_\_  
Signed by:  
Britt Wolf  
C83E744B0EF548A...