

**BYLAWS FOR  
SHADOWS OF THE RIDGE HOMEOWNERS ASSOCIATION**

Pursuant to the provisions of Arizona Revised Statutes, A.R.S. §10-3101, et seq., the above Arizona nonprofit corporation hereby adopts the following Bylaws:

**ARTICLE I  
NAME AND LOCATION**

**Section 1.1.** The name of the corporation is SHADOWS OF THE RIDGE HOMEOWNERS ASSOCIATION hereafter referred to as the "Association." The Association has been formed to serve as a governing body for all of the Owners of Lots in that subdivision known as Shadows of the Ridge ("Subdivision") reflected in the plat recorded at Book 50 of Maps and Plats at page 37 in the records of the Pima County Recorder, Pima County, Arizona, and to exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions for Shadows of the Ridge at El Conquistador ("Declaration"). The principal place of business of the Association is to be located at AME Management, P.O. Box 68694, Oro Valley, Arizona 85737, but meetings of the Members and Directors of the Association may be held at such places within the State of Arizona as may be designated by the Board of Directors.

**ARTICLE II  
MEMBERSHIP AND VOTING**

**Section 2.1. Membership.** Pursuant to the Declaration, each owner of a Lot within the Subdivision shall be a member of the Association ("Member"). The rights and obligations of any Member shall not be assigned, transferred, pledged, conveyed or alienated in any way except upon transfer of ownership of an Owner's Lot, and then only to the transferee. Any transfer of ownership of a Lot shall operate to transfer the Membership appurtenant to said Lot to the new Owner thereof. Each purchaser of a Lot shall notify the Association of his/her purchase within ten (10) days after he/she becomes the owner of a Lot. No change in the ownership of a Lot shall be effective for voting purposes unless and until the Board is given actual written notice of such change and is provided satisfactory proof thereof.

**Section 2.2. Voting.** Each member shall have one vote per Lot, except that if a Lot is owned by more than one person, the vote for each such Lot must be cast as a unit. In the event that multiple Owners of a Lot are unable to agree among themselves as to how their vote shall be cast, they shall lose their right to vote on the matter in question. If any Member casts a vote representing a certain Lot, it will thereafter be conclusively presumed for all purposes that he/she was acting with the authority and consent of all other Owners of the same Lot unless objection thereto is made at the time

the vote is cast. In the event more than one vote is cast for a particular Lot, none of the votes shall be counted and all of the votes shall be deemed void.

### **ARTICLE III MEETINGS**

**Section 3.1. Annual Meetings of Members.** An annual meeting of the Members shall be held at least once every twelve (12) months at such time and place as determined by the Board of Directors.

**Section 3.2. Special Meetings of Members.** Special meeting of the Members may be called by a majority of the Board of Directors or upon written request of the Members entitled to vote twenty-five percent (25%) of all votes entitled to be cast by the Membership.

**Section 3.3. Notice of Member 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 ten (10) days, and no more than fifty (50) days, before such meeting to each Member entitled to vote there at, 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 3.4. Quorum for Member Meetings.** Members entitled to cast ten percent (10%) of the votes the Association present in person or by absentee ballot shall constitute a quorum. 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; provided, however, that if the adjournment is for more than thirty (30) days, notice shall be given to each member entitled to vote at the meeting.

**Section 3.5. Board of Directors: Selection and Term.** The affairs of the Association shall be conducted by a Board of Directors and such officers as the Board may elect. The Board of Directors shall consist of at least three (3) directors who are Members of the Association. The term of each Director shall be for one (1) year. The Board may appoint various committees at its discretion. The Board may also appoint or engage a manager to be responsible for the day-to-day operation of the Association. The Board shall determine the compensation to be paid to the manager which may include transfer fees from certain property transactions.

**Section 3.6. Qualification of Directors; Compensation.** A Member who has been found by the Board to be in violation of the terms of the Declaration, whether by

non-payment of Assessments or otherwise, including by reason of violating applicable covenants, rules or regulations concerning such Member's property, may not be nominated for election to the position of Director until such violation has been cured. Should such person be a Director at the time such violation has been found to exist, then such person shall be deemed removed as a Director ten (10) days after the date the Board determines that such uncured violation exists, unless the Board also determines that, in the case of a non-monetary default, said Member is reasonably and diligently attempting to cure such default. No director shall receive compensation for any service he may render to the Association that is within his duties as a director. However, a director may be reimbursed for his actual expenses incurred in the performance of his duties.

**Section 3.7. Regular Board of Director Meetings.** Regular meetings of the Board of Directors shall be held at least once per calendar year, at such place and hour as may be fixed from time to time by the Board. Any action that could be taken at a Board of Directors' meeting may be taken by unanimous written consent of all directors.

**Section 3.8. Special Board of Director Meetings.** Special meetings of the Board of Directors shall be held when called by the President of the Association, or by a majority of directors.

**Section 3.9. Notice of Director Meetings.** Notice to members of meetings of the Board of Directors shall be given at least forty-eight hours in advance of the meeting by newsletter, conspicuous posting or any other reasonable means as determined by the Board of Directors unless emergency circumstances require action by the board before notice can be given.

**Section 3.10. Quorum for Director Meetings.** A majority of the actual number of directors shall constitute a quorum for the transaction of business. Every act done or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as an act of the Board.

#### **ARTICLE IV POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

**Section 4.1. Powers.** In addition to all other powers conferred by the Declaration and Arizona law, the Board of Directors shall have power to:

(i) Adopt and publish rules and regulations governing the use and maintenance of Common Areas;

(ii) Suspend the voting right of a Member during any period in which such Member shall be in default in the payment of any assessment levied by the Association. Such right may also be suspended after notice and hearing for a period not to exceed

sixty (60) days for a breach of the Declaration or infraction of published rules and regulations;

(iii) 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, the Articles of Incorporation, or the Declaration;

(iv) 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 appoint a Director to fill any vacancy caused by resignation, removal or incapacity to serve for the remainder of the vacant Director's term.

(v) Employ a manager, an independent contractor, or such other employees as the Board deems necessary, and to prescribe their duties; and

(vi) Grant easements over, across or under the Common Areas for ingress, egress and such other purposes as may be deemed advisable by the Board.

**Section 4.2. Duties.** In addition to the duties set forth in the Declaration, it shall be the duty of the Board of Directors to:

(i) Fix the amount of assessments against each Lot;

(ii) Send written notice of assessments to every Owner subject thereto;

(iii) 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 same is cost effective in the sole discretion of the Board of Directors;

(iv) Issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessments are unpaid. 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;

(v) Cause all Director or employees having fiscal responsibilities to be insured and bonded, as it may deem appropriate; and

(vi) Cause the Common Areas and portions of the Lots to be maintained as set forth in the Declaration.

## **ARTICLE V BOOKS AND RECORDS**

**Section 5.1.** The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any Member, subject to provisions at law for the protection of privileged and other materials. 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 reasonable cost.

## **ARTICLE VI CONFLICT OF INTEREST**

**Section 6.1.** A member of the Board of Directors having a conflict of interest in the subject matter of any business before the Board shall declare the conflict in an open meeting of the Board before the Board discusses or takes action on that issue and that member may then vote on that issue.

## **ARTICLE VII AMENDMENTS**

These Bylaws may be amended by the majority vote of the Board of Directors or by the written consent or affirmative vote of Members representing fifty-one percent (51%) of the votes in the Association.

## **ARTICLE IX 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.

## **ARTICLE X FISCAL YEAR**

**Section 10.1.** 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, except that the first fiscal year shall begin on the date of incorporation.

These Bylaws have been adopted by the Board of Directors for Shadows of the Ridge Homeowners Association and executed this 27<sup>th</sup> day of April, 2006.

By:

A handwritten signature in black ink, consisting of several loops and a long horizontal stroke, positioned above a horizontal line.

On behalf of the Board of Directors  
Shadows of the Ridge Homeowners Association



**FIRST AMENDMENT TO BYLAWS  
FOR  
SHADOWS OF THE RIDGE HOMEOWNERS ASSOCIATION**

WHEREAS, pursuant to the Bylaws for Shadows of the Ridge Homeowners Association ("Bylaws"), in Article VII, its provisions may be amended by a majority vote of the Board of Directors;

NOW, THEREFORE, the Board of Directors, by a majority vote, have approved the following amendment to the Bylaws:

Effective January 1, 2017, Section 3.5 of the Bylaws shall be deleted and replaced with the following:

**Section 3.5. Board of Directors: Selection and Term.** The affairs of the Association shall be conducted by a Board of Directors and such officers as the Board may elect. The Board of Directors shall consist of three (3) directors who are elected from among the Membership and each director shall serve a term of three (3) years; provided, however, that no director may serve more than two (2) consecutive terms (or any portions thereof). The terms of directors shall be staggered and the Board may select which directors shall serve for one-year or two-year terms in order to establish or re-establish staggered terms. The Board may appoint various committees at its discretion. The Board may also appoint or engage a manager to be responsible for the day-to-day operation of the Association. The Board shall determine the compensation to be paid to the manager which may include transfer fees from certain property transactions.

All other provisions of the Bylaws shall remain in full force and effect.

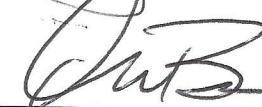
This First Amendment to Bylaws for Shadows of the Ridge Homeowners Association was adopted by the Board of Directors at a duly-held meeting on the 12<sup>th</sup> day of JULY, 2016.

SHADOWS OF THE RIDGE HOMEOWNERS ASSOCIATION,  
an Arizona nonprofit corporation

By:  
Its:

  
\_\_\_\_\_  
President

By:  
Its:

  
\_\_\_\_\_  
Secretary