

**BYLAWS
NORTHWOOD PARK ESTATES UNIT ONE
PROPERTY OWNER'S ASSOCIATION**

August 1, 2017

**ARTICLE I
NAME AND LOCATION**

The name of the corporation is the NORTHWOOD PARK ESTATES UNIT ONE PROPERTY OWNER'S ASSOCIATION (hereinafter referred to as the "Association"). The location of the principal office of the Association shall be as provided in the Articles of Incorporation. Meetings of members and directors may be held at such places within the State of Arizona, County of Maricopa, as may be designated by the Board of Directors.

**ARTICLE II
DEFINED TERMS**

The words and terms used herein shall be deemed to have the same meanings as are given those words and terms in that certain NORTHWOOD PARK ESTATES I DECLARATION OF CONDITIONS, COVENANTS, AND RESTRICTIONS dated April 6, 1993, and recorded as Recording Number 93-0205425 in the office of the County Recorder of Maricopa County, Arizona (the "Declaration"), as the same may from time to time be amended. "Northwood Park" as used herein to describe a place shall refer to the real property described in the Declaration as Northwood Park Estates, Units I and II.

**ARTICLE III
MEETING OF MEMBERS**

Section 1 **Annual Meetings:**

Annual meetings of the Members shall be held in October or November of every year, beginning in 1993; at such time of day and place as determined by the Board of Directors, or at such other time and at such place as may be determined by the Board of Directors, or by a majority vote of the members voting at any meeting of the members.

Section 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.

Section 3 Notice of Meetings:

Written notice, E-mail or U.S. mail, of each meeting of the membership shall be given by the Secretary, or, at the direction of the secretary, or such person authorized to call the meeting, not less than twenty (20) days nor more than forty-five (45) 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. In addition, a notice of the annual meeting shall include:

- (a) the slate of candidates for the director positions and a biography of each candidate;
- (b) a ballot and voting instructions; and
- (c) a proxy card to be used for quorum purposes and any business that may come before the Members at the annual meeting.

By attending a meeting, a member waives any right he may have had to object to the meeting on the basis that the proper notice of the meeting was not given in accordance with these Bylaws or the Arizona statutes.

Section 4 Quorum:

The presence at the meeting of members entitled to cast, or of proxies entitled to cast the vote of membership, shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have the Power to adjourn the meeting from time to time within (30) days without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5 Proxies:

At all meetings of members, each member may vote in person, but if such in-person attendance is not possible due to a pre-scheduled vacation, work, or illness, such member shall notify the Secretary of the absence and shall pre-designate in writing the person who will exercise their proxy at the meeting. If there is no person designated to exercise the proxy, the Secretary shall exercise such by default. All proxies shall be in writing and filed with the Secretary. A proxy may not be revoked except by actual notice of revocation to the person presiding over a meeting of the Association. Every proxy shall automatically cease upon the conclusion of the meeting for which it was used.

Section 6 Voting:

A majority of the votes cast at a properly held meeting, or received by the Secretary on or before the date of the meeting shall decide any question, unless The Declaration, Articles or these Bylaws require a higher voting percentage with respect to the issue in question.

ARTICLE IV
BOARD OF DIRECTORS; SELECTION; TERM OF OFFICE

Section 1 **Number:**

The affairs of this Association shall be managed by a Board of Directors. The Board shall manage and govern the affairs of the Association. The Board shall consist of five (5) Directors; Directors shall be elected by the Members at the annual membership meetings.

Section 2 **Term of Office:**

The Directors designated in the Articles shall hold office until the first annual election of Directors, which shall take place at the first annual meeting of Members, or until their successors are elected and qualified. The Members shall elect three (3) Directors for a term of two (2) years and two (2) Directors for a term of one (1) year. At each annual meeting thereafter, Directors shall be elected for a term of two years, i.e., one year three will be elected and the next year two will be elected. All Directors shall serve until their successors are elected and qualified.

Section 3 **Removal and Vacancies:**

Any Director may be removed from the Board, with or without cause, by a majority of the votes entitled to be cast by the Members of the Association present in person or by proxy at a regular or special meeting of the Members. In the event of the death, resignation, or removal of a Director, his successor shall be selected by the remaining members of the Board and such successor shall serve for the unexpired term of his predecessor.

Section 4 **Disqualification and Resignation of Directors:**

Any Director may resign at any time by sending written notice of such resignation to the Secretary of the Association. Unless otherwise specified therein, such resignation shall take effect upon receipt by the Secretary. Except in the case of injury, illness or similar excusable circumstances, more than three (3) consecutive absences from duly called regular meetings of the Board shall automatically constitute a resignation by such absent Director to be effective as of the conclusion of the last missed meeting. In the event a Director ceases to be an owner, his directorship shall immediately and automatically terminate. No member shall continue to serve on the Board should he be more than thirty (30) days delinquent in the payment of an Assessment or fee, and such delinquency shall automatically constitute a resignation by such delinquent Director on the thirty-first (31) day of the delinquency.

Section 5 **Compensation:**

No Director shall receive compensation for any service he may render to the Association in such capacity. However, any Director may be reimbursed for his actual expenses incurred in the performance of his duties as a Director, and may receive a salary or wages if he is employed by the Association in a capacity in addition to serving as a Director.

Section 6 **Action Taken Without a Meeting:**

The Directors shall have the right to take any action in the absence of a meeting, which they could take at a meeting by obtaining the written approval of all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

ARTICLE V
NOMINATION AND ELECTION OF DIRECTORS

Section 1 **Nomination:**

Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting of the Members. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two (2) or more persons who are Members of the Association or authorized representatives of Members. The Nominating Committee shall 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 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.

Section 2 **Election:**

Election to the Board of Directors may be by secret written ballot. At such election the Members, or their proxies, may cast one vote per vacancy. The persons receiving the largest number of votes (by proxy or by ballots received prior to and on the election date and all votes cast at the election) shall be elected. The current President shall designate two (2) to four (4) Members whose names do not appear on the ballot to tally all such votes; the results of which shall be announced at the current annual meeting.

ARTICLE VI
MEETINGS OF DIRECTORS

Section 1 **Regular Meetings:**

Regular meetings of the Board of Directors may be held without notice, at such place and hour as may be fixed, from time to time, by resolution of the

Board. Notice shall be given to each Director personally, by mail, e-mail or telephone, at least three (3) days prior to the date designated for such meeting. The first meeting of a newly Elected Board shall be held immediately following the annual meeting of Members, if practicable, and in any event within ten (10) days of election. Should any 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.

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 (2) Directors, after not less than three (3) day notice to each Director.

Section 3 **Waiver of Notice:**

Before, at, or after any meeting of the Board, any Director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any meeting of the Board shall be a waiver of notice by him of the time and place thereof. If all Directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting.

Section 4 **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 VII
POWERS AND DUTIES OF THE BOARD OF DIRECTORS

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

1. Adopt and publish rules and regulations prepared by the Architectural Control Committee governing the use and erection of buildings within Northwood Park (the “Architectural Guidelines”).

2. Suspend a Member’s voting and irrigation rights during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended (i) for a period not to exceed sixty (60) days for infraction of the Declaration, Architectural Guidelines or any other rules promulgated by the Association, and (ii) for successive 60-day periods if any such infraction is not corrected during any prior 60-day suspension period.

3. Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership vested in or delegated to this Association and not reserved to the membership by other provisions of these Bylaws, the Articles, or the Declaration.
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.
5. Employ a manager, independent contractors, or such other employees as they deem necessary and to prescribe the duties of such person(s).
6. Provide for the indemnification of its officers, committee members, and Directors.
7. Impose charges for the late payment of assessments and, after notice and an opportunity to be heard, impose reasonable monetary penalties upon Owners for violations of the Declaration, Articles, Bylaws, and/or Architectural Guidelines.

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

1. Cause to be kept a complete record of all of 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 statement is requested in writing by an entitled Member.
2. Elect and remove the officers of the Association as hereinafter provided and to supervise all officers, agents and employees of this Association and to see that their duties are properly performed.
3. Estimate the amount of the annual budget and to fix the amount any Assessment against each lot at least thirty (30) days in advance of any assessment period; take such action, as and when the Board deems such action appropriate but after notice as provided in the Declaration, to foreclose any assessment lien against any property for which Assessments are not paid and/or to bring an action at law against the Member personally obligated to pay the same.
4. Issue, or to 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, as against any bona fide purchaser of, or lender on, the Lot in question.

5. Procure and maintain adequate liability (not less than One million Dollars) and hazard insurance on property owned by the Association and to procure and maintain officers and directors' liability insurance and any other insurance deemed appropriate.
6. Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate.
7. Cause the maintenance responsibilities of the Association set forth in the Declaration to be performed.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

Section 1 **Enumeration of Officers:**

The officers of the Association shall be a President who shall at all times be a member of the Board of Directors, a Secretary, and such other officers as the Board may, from time to time, by resolution create. The President, Secretary and all other officers of the Association shall each be a NWP Estates Property Owner.

Section 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.

Section 3 **Term:**

The officers of this Association shall be elected annually by the Board and each shall hold office of one (1) year or until his successor shall have been elected and qualified, unless he shall be removed or otherwise disqualified to serve.

Section 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.

Section 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.

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 replaced.

Section 7 Multiple Officers:

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.

Section 8 Duties:

Except as otherwise provided by resolution of the Board, and except to the extent such duties are delegated to a manager, the duties of the officers are as follows:

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 notes, leases, mortgages, deeds, and other written instruments on behalf of the Association, and shall have general and active management of the business of the Association.

Secretary: The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; keep the corporate seal of the Association and affix it on all papers requiring said seal, 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 perform such other duties as required by the Board.

Section 9 Compensation:

The officers shall receive such compensation as the Board shall determine.

ARTICLE IX **COMMITTEES**

The Board of Directors shall appoint a Nominating Committee as provided in these Bylaws. In addition the Board of Directors shall appoint other committees as deemed appropriate in carrying out the purpose of the Association. The Architectural Committee shall each be composed of three (3) regular members and one (1) alternate member, which shall be appointed and/or elected as provided in the Declaration. One or more persons may act as regular or alternate members of the Architectural Committee, or any other committee.

ARTICLE X **BOOKS AND RECORDS**

The Declaration, Articles, Bylaws; books, records and papers of the Association shall be subject to inspection by any Member, prospective buyer or by holders, insurers or guarantors of first mortgages that are secured by a Lot in Northwood Park. Request to review documentation must be received in writing; mailed to the Associations P.O. Box. Documents will be made available for viewing within five days of request receipt; copies may be purchased at a reasonable cost.

ARTICLE XI **ASSESSMENTS**

As more fully provided in the Declaration, each Member is obligated to pay to the Assessments and Special Assessments imposed against the lots, 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 on the due date, the assessment shall bear interest, and the Association may bring an action at law against the Owner personally obligated to pay the same foreclose the lien against the property, as provided in the Declaration, Interest, costs and reasonable attorney's 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 abandonment of his or her lot.

ARTICLE XII **AMENDMENTS**

Section 1 **Amendments:**

These Bylaws may be amended from time to time in a manner not inconsistent with the Declaration or Articles by a majority vote of the Board or at a regular or special meeting of the Members by a vote of a majority of a quorum of Members present in person or by proxy; provided however, the Federal Housing Administration ("FHA") or the Veterans Administration ("VA") shall have the right to veto amendments while there is a Class B Membership if the Declaration and these Bylaws have been initially approved by the FHA or VA in connection with any loan programs made available by the FHA or VA and any loans have been made within Northwood Park which are insured or guaranteed by the FHA or VA.

***Section 2* Right of Amendment if Requested by Governmental Agency or Federally Chartered Lending Institutions:**

— Anything in the Bylaws to the contrary notwithstanding, the Board reserves the right to amend all or any part of the Bylaws to such an extent and with such language as may be requested by the FHA, VA, FHLMC or FNMA and to further amend the Bylaws to the extent requested by any other federal, state or local governmental agency which requests such an amendment as a condition precedent to such agency's approval of the Bylaws or by any federally chartered lending institution as a condition precedent to lending funds upon the security of any Lot(s) or any portions thereof.

**ARTICLE XIII
RULES**

1. Association dues are due January 1st of each year. Late payments of any dues, assessments, fines, and fees may be assessed a \$15.00 fee for each rebilling/notice required, plus a late fee of \$15.00.
2. The first notice of any CC&R violation may be issued in person by two association members or by certified mail. This notice shall allow the member 30 days from the date of notice to correct the violation.
3. Failure to correct any noticed violation within the initial 30 day period provided shall initiate a second notice via certified mail, along with a notice fee of \$15.00, and the member will have an additional 15 days to comply with the CC&R's. Failure to correct the violation will result in the with-holding of irrigation, an imposed fine of \$50.00; plus notice fee of \$15.00 for a third notice sent to the Member informing them of the continuing violation.
4. Fine of \$100.00 per month will be assessed for each successive month that the cited violations continue. CORRECTION OF THE VIOLATION DOES NOT EXCUSE PAYMENT OF THE FEES AND FINES ASSESSED.
5. Repeat infractions for the same violation within a twelve (12) month period will result in the resumption of the \$100.00 fine per month for each month that the violation occurs, and no grace period shall be required prior to resumption of such fines.
6. No trash receptacles shall remain on the easement for more than 24 hours after trash collection. First time offenders will receive a reprimand letter from the Association, a second offense will result in a \$10.00 fine and \$15.00 notice fee, and a third offense will result in loss of irrigation for 30 days, a \$10.00 fine, and a \$15.00 notice fee.

7. Trash/refuse receptacles larger than 75 gallons must be placed in an enclosed structure as approved by the Architectural Committee.
8. No sea containers are allowed at any time on any lot or easement.
9. With reference to para 9.26 of the CC&R's, and pending amendment to the CC&R's, the number of large animals allowed is hereby increased from three (3) to four (4).

ARTICLE XIV **INTERPRETATION**

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. In the event of any question or disagreement between any Owners relating to the interpretation or application of the provision of the Articles, Declaration, or these Bylaws, the determination thereof by the Board shall be final and binding.

ARTICLE XV **FISCAL YEAR**

The fiscal year of the Association shall begin on the 1st day of January and end on the 31st day of December of each year, with the exception that the first fiscal year began on the date of incorporation of the Association and ended on the 31st day of December that same year.

CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting President of the NORTHWOOD PARK ESTATES UNIT ONE PROPERTY OWNERS' ASSOCIATION, an Arizona non-profit corporation and,

THAT the forgoing Bylaws constitute the original Bylaws of said Association, as adopted by the Board of Directors thereof, on the _____ day of _____, 2017.

IN WITNESS WHEREOF, I have hereunto subscribed my name and Affixed the seal of said Association this _____ day of _____, 2017

Andrew Therkildsen, Vice-President
Northwood Park Estates, Buckeye, AZ

ATTEST:

Pat A Hayden, Secretary
Northwood Park Estates, Buckeye, AZ