

**HIGHLAND PINE PROPERTY OWNERS ASSOCIATION, INC.**

**AMENDED BYLAWS (*Revised May 2026*)**

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## ARTICLE I

### Purpose

SECTION 1. The general nature of business to be transacted and the objectives and purposes of the Association are to protect property values, build a strong sense of community, foster adoption of Firewise Principles throughout the community and take actions as may be deemed necessary for the benefit of the property owners.

## ARTICLE II

### General Tenets

SECTION 1. **Eligibility for Membership:** Voting membership in the Association shall be limited to record owners of equitable title, or legal title if equitable title has merged, of residential property within the community of Highland Pines with the exception of parcels 100-01-005, 100-01-109A and those with a 800 prefix, as shown on the map in Appendix A, who have paid their membership fee, with one (1) vote per property. Property owners may designate an individual to serve as the one voting member. Non-owner occupants of residential property within Highland Pines are eligible for non-voting membership. In its discretion, the Board may also offer non-voting memberships to owners of properties not within Highland Pines. Non-voting members shall not be eligible for election to the Board of Directors. Membership eligibility will be determined by the Board of Directors.

SECTION 2. **Membership Fee:** Membership fee for this Association shall be determined by the Board of Directors. The membership year shall be July 1 to June 30. The Board has the discretion to address terms for partial year payments and the use and number of free memberships.

Section 3. **Fiscal Year:** For the purpose of accounting of funds and reporting to regulatory agencies, the fiscal period of the Association shall be from July 1, through June 30.

Section 4. **Accounting/Recording/Reporting:** A reasonable system of recording the financial activities of the Association, including appropriate documentation, shall be maintained and/or caused to be maintained by the Board. A reporting of the current financial position shall be made at each regularly scheduled Board meeting and the Annual Meeting. Any voting member of the Association may request to review the reporting of the current financial position. Appropriate internal controls shall be instituted to ensure the appropriate transparency and oversight of the Association's financial transactions.

SECTION 5. **Audit:** The Board of Directors may require periodic financial audits internal or external of financial reviews as it deems necessary.

## ARTICLE III

### Meetings of the Association

SECTION 1. **Annual Meeting:** The Annual Meeting of the Association membership will be held on a Saturday between May 15 and June 15 as designated by the Board of Directors, within the Highland

Pines community or at such other location as may be designated by the Board of Directors. The Board of Directors shall give or cause to be given notice of such meeting by email or mail (including via inclusion in the Association's Newsletter) to each member of the Association at their last known address of record or have it posted on the Association's website at least fourteen (14) days prior to such meeting.

**SECTION 2. General Meeting:** A General Meeting of the Association membership will be held on a Saturday between August 15 and September 15 each year as designated by the Board of Directors, each year within the Highland Pines community or at such other location as may be designated by the Board of Directors. The Board of Directors shall give or cause to be given notice of such meeting by email or mail (including via inclusion in the Association's Newsletter) to each member of the Association at their last known address of record or have it posted on the Association website at least fourteen (14) days prior such meeting.

**SECTION 3. Special Meetings:** Special Meetings of the Association membership for any purpose(s) other than those regulated by the bylaws may be called by the President, by resolution of the Board of Directors or upon petition signed by twenty-five (25) percent of the voting membership of the Association. Such petition shall clearly state the purpose(s) of such proposed meetings and shall be submitted to the Board of Directors prior to such meeting.

**SECTION 4. Notice of Special Meeting:** The President or Secretary shall give or cause to be given notice of the time, place, and purpose of holding such meeting by email or mail to each voting member of the Association at the email or address of each member as it appears in the Association records or post on the Association website at least fourteen (14) days prior to such meeting.

**SECTION 5. Quorum:** The presence of at least ten (10) voting members of the Association shall constitute a quorum for an Annual, General or Special Meeting.

**SECTION 6. Adjournment of Meetings:** If the number of members necessary to constitute a quorum shall fail to attend in person at the time and place of the meeting, the Chair of the meeting may adjourn the meeting without notice other than an announcement at the meeting, until the necessary number of members shall be present, at which time any and all business may be transacted which might have been transacted at the original meeting.

**SECTION 7. Minutes:** Minutes of the Annual Meeting, General Meeting, and any Special Meetings will be recorded by the Association Secretary or their designee and made available to membership through the Association website or the technology deemed most appropriate within a reasonable time following such meetings. Minutes of the Board of Directors meetings will be posted on the Association's website or other appropriate technology within a reasonable time following the monthly meetings.

## ARTICLE IV

### Voting Rights And Procedures

Section 1. **Voting Rights:** For the purposes of conducting Association business each voting member of the Association shall be entitled to complete and submit one ballot per election vote.

Section 2: **Elections:** Elections for Board of Directors or for other purposes will be conducted during dates specified by the Board of Directors. At least 60 days prior to an election of Board members, the Board must provide the Association membership with a notification of the proposed election that includes the requirements to be included in the ballot as a candidate.

At least 30 days prior to any election, the Board will notify the Association membership of the election date and provide each member with a ballot.

Section 3: **Ballots:** All ballots must be in writing, dated for a specific election, have a specific date by when the ballot must be submitted and a copy filed with the Association Secretary prior to the beginning of the election.

Ballots for the election of Board members must contain the number of open positions, names and profiles of the candidates, the lengths of term of the positions, and the number of candidates who may receive votes.

Ballots for a vote to amend the Bylaws must include a summary of the proposed changes and the option to either approve or reject the proposed changes.

Section 4: **Tallying the Votes:** After the deadline for submission of ballots, the teller(s) appointed by the Board of Directors shall review the submitted ballots, tally the results and provide that information to the Board members. The Board will post the results on the Association's website and include them in the next issue of the Association newsletter. If the election is held in conjunction with an Association membership meeting, the Board will announce the results at the meeting.

## ARTICLE V

### Directors

SECTION 1. **Board of Directors:** The business and affairs of the Association shall be managed, controlled and conducted by the Board of Directors. The Board of Directors, as elected by the voting members of the Association in an election held each year in May, shall be composed of up to nine (9) members in good standing with the Association. No more than two (2) Board members from the same property may serve at one time.

SECTION 2. **Powers and Duties:** The Board of Directors shall have the powers and duties necessary for administration of the affairs of the Association. The Board of Directors may affect any actions deemed necessary for the good of the Association if not prohibited by law or these bylaws.

Each Director has a fiduciary duty to the Association. By accepting this office, each Director agrees to act in good faith to give the Association the benefit of his/her judgment and to act in the best interests of the Association.

Directors have a duty to disclose any potential conflicts of interest related to Association business, and Directors with conflicts may not vote on such matters.

“Self-dealing” contracts represent a conflict of interest and are voidable by the Association.

Directors must ensure the Association’s funds are used only for Association purposes, and Directors may be held personally accountable for failure to do so.

**SECTION 3. Election and Term of Office:** The term for each of the Board of Directors shall be for a period of three (3) years. Directors will be elected to replace Directors whose terms are expiring each year. Consideration shall be given to balance the number of term expirations each year.

**SECTION 4. Vacancies:** Vacancies on the Board of Directors caused by any reason may be filled by a vote of the majority of the remaining Directors. The Director so elected to such vacancy shall serve for the remainder of the term of the Director he/she replaces, or until he/she is removed through the same method as appointment: that is by vote of the majority of the remaining Directors.

**SECTION 5. Removal of Directors:** At any Annual, General, or Special Meeting of the Association members, at which the quorum requirement as described in Section 8 is fulfilled, any one or more of the Directors may be removed with or without cause at any time by an affirmative vote of the entire voting membership being present at the meeting, with each voting member being entitled to one vote per Director being considered for removal. Any Director whose removal has been proposed by the members shall be given an opportunity to be heard at the meeting. The intention to call for the removal of one or more Directors must be submitted in writing to the Board President and Secretary at least 30 days prior to the meeting. The Board must include the request as an agenda item and ensure that the agenda is communicated to the voting membership at least fourteen (14) days prior to the meeting.

**SECTION 6. Compensation:** No compensation shall be paid to Directors for their services as Directors. A member may be reimbursed for the actual cost incurred on behalf of the Association provided a Board resolution passed authorizing such remuneration.

**SECTION 7. Organizational Meeting:** The first meeting of the newly elected Board of Directors shall be held at or before the next regularly scheduled Board meeting after the election at a time and place to be determined by the Board members.

**SECTION 8. Quorum:** Fifty percent (50%) of the elected Board of Directors shall constitute a quorum for the transaction of business.

**SECTION 9. Action Taken Without a Meeting:** The Directors shall have the right to take any action absent a meeting which they could take at a meeting, by obtaining prior written approval of a majority of the Directors. Such written approval may take the form of an email communication in response to an

email initiated by either the President or the Secretary of the Board which fully and accurately describes the proposed action to be taken.

**SECTION 10. Indemnification/Personal property Exemption/Responsibility:** The Association shall indemnify any and all of its Directors and former Directors against any claims, damages and expenses incurred by them or levied against them for actions and/or omissions alleged to have been committed by them while serving and acting as a Director provided that the Board of Directors or a court of law determined in good faith that the Director(s) did not act with fraudulent or criminal intent, or through gross negligence, in regard to the matter involved in the action. The Board, through the Treasurer, will assure that the HPPOA carries adequate insurance at all times to cover reasonable amounts of General Liability and Directors & Officers coverage to achieve the stated objectives.

The private property of the Directors and former Directors shall be exempt from liability for all corporate debts and obligations whatsoever

The Board of Directors may employ such agents, employees, or attorneys as, in their opinion, are necessary to transact the business of the corporation. No Director shall be responsible for default of said agents, employees, or attorneys or misconduct of any other Director, or his/her successor, nor shall any Director be responsible for fraud or negligence of another Director.

## **ARTICLE VI**

### **Officers**

**SECTION 1. Designation:** The principal officers of the Association shall be a President, a Vice President, a Secretary, and a Treasurer, all of whom shall be elected by and from the Board of Directors. Other positions may be created if deemed necessary by the Board of Directors.

**SECTION 2. Election of Officers:** The Officers of the Association shall be elected annually by the Board of Directors at the organizational meeting of the new Board.

**SECTION 3. Removal of Officers:** Upon an affirmative vote of the majority of the members of the Board of Directors, any Officer may be removed, either with or without cause, and her/his successor elected at any regular or special meeting of the Board of Directors. The successor(s) may be removed in the same manner by a majority vote of the remaining Directors

**SECTION 4. Vacancies:** A vacancy in any office may be filled by a vote of the majority of the Board of Directors. The Officer so elected to such vacancy shall serve for the remainder of the term of the officer she/he replaces unless removal is instituted in accordance with Section 3 of this Article.

**SECTION [5]. Compensation:** No compensation shall be paid to Officers for their services as Officers. An Officer may be reimbursed for the actual cost incurred on behalf of the Association provided a Board resolution is passed authorizing such remuneration.

## **ARTICLE VII**

### **Amendment of Bylaws**

Section 1. These Bylaws may be amended by the affirmative vote of the majority of voting Association members participating in an election held for the purpose of amending the Bylaws. Such an election may be scheduled at the request of the Board of Directors or at the request of the Association membership. These Bylaws may not be amended insofar as such amendment would be inconsistent with the recorded restriction of the property.

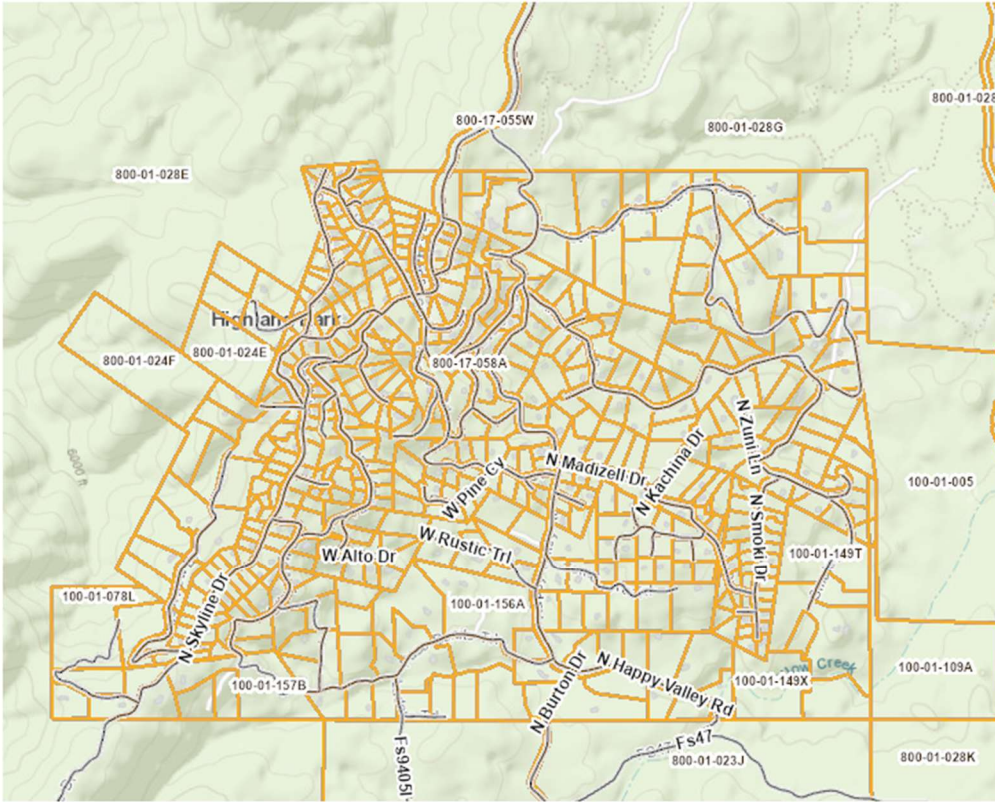
A member or members of the Association may request that the Board schedule an election to amend these Bylaws by submitting to the Board a petition signed by 25 members making such a request and a copy of the proposed changes to the Bylaws.

Any elections to address proposed amendments to these Bylaws must be set by the Board of Director and conducted following the procedures set out in Article IV.

APPENDIX A

Map of Highland Pines Community

HPPOA By-Laws Appendix A



- Legend**
- City Boundaries
  - Cottonwood
  - Peoria
  - Prescott
  - Sedona
  - Camp Verde
  - Chino Valley
  - Clarkdale
  - Dewey-Humboldt
  - Jerome
  - Prescott Valley
  - Wickenburg
  - County Boundary
  - Counties
  - Parcels
  - Major Roads
  - Interstate
  - State Highways
  - Major Roads
  - Road Centerlines
  - City Boundaries
  - Cottonwood
  - Peoria
  - Prescott
  - Sedona
  - Camp Verde
  - Chino Valley
  - Clarkdale
  - Dewey-Humboldt
  - Jerome
  - Prescott Valley
  - Wickenburg
- Legend truncated...*



*Disclaimer: Map and parcel information is believed to be accurate but accuracy is not guaranteed. No portion of the information should be considered to be, or used as, a legal document. The information is provided subject to the express condition that the user knowingly waives any and all claims for damages against Yavapai County that may arise from the use of this data.*

Map printed on: 3.30.2026