

**EASTWOOD
HOA**

BY-LAWS

**EASTWOOD ASSOCIATION
AMENDED AND RESTATED
BYLAWS**

ARTICLE I

THE ASSOCIATION

1.1 Rights, Powers and Duties. The Association shall be a nonprofit Arizona corporation charged with the duties and invested with the powers prescribed by law and set forth herein with such rights, powers and duties as may be reasonably necessary to effectuate the objectives and purposes of the Association as set forth in the Declaration of Covenants, Conditions and Restrictions of Eastwood Subdivision dated February 15, 1977 and recorded in Docket 12100 at page 1120 et seq in the Maricopa County Recorder's Office as amended from time to time (the Declaration).

1.2 Board of Directors, Officers and Committees. The affairs of the Association shall be conducted by a Board of Directors and such officers and committees as the Board may elect or appoint, in accordance with the Articles of Incorporation of the Association and these Bylaws.

1.3 Association Rules. With the vote or written assent of fifty-one percent (51%) of the Members present in person or proxy at any Annual or Special meeting of the Members at which a quorum has been established, the Board may, from time to time and subject to the provisions of the Declaration, adopt, amend and repeal rules and regulations. The Association Rules may restrict and govern the use of any Common Area or area exterior to any single family dwelling on a lot by any Owner, by the family of such Owners, or by any invitee, licensee or lessee of such Owner. The Association Rules may also set forth guidelines and procedures for requesting approvals from the Board which are required by the Declaration and may establish fees for the processing of such requests. A copy of the Association Rules as they may from time to time be adopted, amended or repealed, shall be available for inspection by the members at reasonable times and locations. Upon adoption by the Board, the Association Rules shall have the same force and effect as if they were set forth in and were a part of the Declaration to the extent not inconsistent therewith. Without limiting the foregoing, the Board, with the requisite approval of the Members, may adopt rules and regulations governing the parking of vehicles on the streets adjacent to the lots and the parking of commercial and recreational vehicles in accordance with Article X of the Declaration.

1.4 Applicability. These Bylaws shall be applicable to and shall govern all of the acts and operations of the Eastwood Association, a Homeowners' Association in Maricopa County, Arizona, concerning Lots 1 through 131, inclusive, and Tracts A, B and C of the Amended Plat of Eastwood recorded in Book 188 of Maps, page 3 in the Maricopa County Recorder's Office.

ARTICLE II

MEMBERSHIP AND VOTING RIGHTS IN THE ASSOCIATION

2.1 Definition. Membership shall be limited to record Owners of equitable title of homes on the property described above and in accordance with Article II of the Declaration. Such persons shall be called Members.

2.2 Voting. The Owner or Owners of each Lot shall be entitled to one vote. When more than one Person owns an interest in any lot, all such persons shall be members of the Association. The vote for such lot shall be exercised as the Owners of the lot determine among themselves, but in no event shall more than one ballot be cast for or with respect to any lot concerning any one vote of the Association. The vote for each lot must be cast as a unit and fractional votes shall not be allowed. In the event that the joint Owners are unable to agree among themselves as to how their vote or votes shall be cast, they shall lose their right to vote on the matter in question. If any Owner or Owners cast a vote on behalf of a lot, it will thereafter be conclusively presumed for all purposes that he/she or they was/were acting with the authority and consent of all Owners of the lot. In the event more than one vote is cast for a particular lot during a particular vote of the Association, none of said votes shall be counted and said votes shall be deemed void.

2.3 Proxies. Votes may be cast at Association meetings in person or by written proxy. Proxies must be filed with the Secretary before or at the appointed time of the meeting.

2.4 Loss of Voting Rights. In the event that any Owner shall be in default in the payment of assessments or in the performance of any other provision of the Declaration or Association Rules for a period of twenty (20) days, following appropriate notice by the Board and opportunity to be heard, said Owner's, right to vote may be suspended and remain suspended until all defaults are remedied and/or payments made.

2.5 Quorums. The presence in person or by written proxy of the following shall constitute a quorum at duly notified meetings:

2.5.1 Annual and Special Meetings. Twenty-five percent (25%) of the Owners.

2.5.2 Meetings of the Board of Directors. Greater than fifty percent (50%) of the Directors in office.

2.5.3 Committee Meetings. One (1) Officer and one (1) committee member.

2.6 Majority of Voting Decisions. As used in these Bylaws, the phrase “Majority of Owners”, shall mean those Owners holding fifty-one percent (51%) of the total votes as provided in Article III of the Declaration.

ARTICLE III

BOARD OF DIRECTORS, OFFICERS, COMMITTEES

3.1 Appointment and Numbers. The Association shall be governed by a Board of Directors elected from the members by the Owners. The number of Directors shall be five (5) Members.

3.2 Powers and Duties. The Board of Directors shall have the powers and duties necessary for the administration of the affairs of the Association as are permitted in the Declaration, these Bylaws and the Association Rules. A majority of the quorum of the Board may act for the Board. The Board’s powers and duties include, but are not limited to:

- 3.2.1 electing officers (President, Vice President, Treasurer and Secretary) from the Directors serving on the Board of Directors**
- 3.2.2 appointing committees from the Members of the Association**
- 3.2.3 conducting regular and special meetings**
- 3.2.4 preparing annual reports and audits**
- 3.2.5 protecting and enhancing the value, desirability and attractiveness of the properties by maintaining adherence to the Declaration**
- 3.2.6 establishing and maintaining architectural control guidelines and standards**
- 3.2.7 establishing and implementing plans for the maintenance, improvement and development of common areas**
- 3.2.8 establishing and collecting assessments**

3.2.9 employing management agents, legal counsel, accountants and other professional personnel necessary for conducting the administrative affairs of the Association as well as, construction, grounds maintenance and security personnel necessary for the enhancement and protection of the common areas

3.2.10 communicating with the Members of the Association

3.3 **Election and Term of Office.** Beginning with the next annual meeting of the Association after these Amended and Restated Bylaws are adopted and at each annual meeting of the membership thereafter, the full Board of five (5) Directors shall each be elected for a two (2) year term of office. No Director may serve more than two consecutive terms. The five candidates with the highest vote totals shall be elected. There shall be no cumulative voting. In the case of a tie, the candidates receiving an equal number of votes for the last position to be filled shall be subject to a run-off election at which the Members present in person at the meeting may vote.

3.4 **Removal of Directors.** At any Annual, or Special meeting duly called, any one or more of the Directors may be removed with or without cause by a majority of the Owners and a successor may then and there be elected to fill the vacancy created. Any Director whose removal has been proposed by the Owners shall be given an opportunity to be heard at the meeting.

3.5 **Vacancies.** Vacancies on the Board of Directors caused by any reason other than removal of the Director by a vote of the members shall be filled by vote of the majority of the remaining Directors. Each person so elected shall be a Director until a successor is elected at the next annual meeting of the Association. A Director, so elected, shall complete the normal term of the vacancy.

3.6 **Officers.** At the first quarterly or special meeting of the Board of Directors following the annual membership meeting, the Board shall fill its vacancies, if any, and then elect its officers. The duties of the officers are:

3.6.1 **President.** The President shall be the chief executive officer of the Association and shall see that all orders and resolutions of the Board are carried out. He/she shall preside at all meetings of the Association and of the Board of Directors. He/she shall have all the general powers and duties which are usually vested in the office of President of an Association and shall co-sign all checks and promissory notes of the Association. The President shall serve as the Chairman of the Executive Committee which consists of the Vice President, Treasurer and Secretary.

3.6.2 Vice President. The Vice-President shall take the place of the President and perform his/her duties whenever the President shall be absent or unable to act. If neither the President nor the Vice President is able to act, the Board of Directors shall appoint some other member of the of the Board to do so on an interim basis. The Vice-President shall serve as the Chairman of the Architectural Committee. The Vice-President shall also perform such other duties as shall from time to time, be imposed upon him/her by the Board of Directors.

3.6.3 Secretary. The Secretary shall keep and display the minutes of all meetings of the Board of Directors and all meetings of the Association; he/she shall have charge of such books and papers as the Board of Directors may direct; and he/she shall, in general, perform all the duties incident to the office of the Secretary. The Secretary shall serve as the Chairman of the Membership Committee.

3.6.4 Treasurer. The Treasurer shall have responsibility for Association funds and securities and shall be responsible for keeping and reporting on the full and accurate accounts of all receipts and disbursements in the books belonging to the Association. He/she shall be responsible for the deposit of all monies and other valuable effects in the name and to the credit of the Association in such depositories as may, from time to time, be designated by the Board of Directors and shall co-sign all checks and promissory notes of the Association. The Treasurer shall serve as the Chairman of the Finance Committee.

3.7 Committees. A majority of the full board shall appoint the necessary committees and committee members for appropriate administration of the Association except as expressly prohibited in A.R.S. 10-1021. Such committees shall be standing committees and ad-hoc committees. At a minimum, the standing committees shall be Executive, Architectural, Membership and Finance.

3.8 Protection of Directors, Officers. No member of the Board or of any committee of the Association, and no officer of the Association shall be personally liable to any Member, or to any other person or entity, including the Association, for any damage, loss or prejudice suffered or claimed on account of any act, omission, error or negligence of the Association, the Board, or any committee, committee member or officer of the Association; provided however, the limitation set forth in this Section shall not apply to any person who failed to act in good faith or has engaged in willful or intentional misconduct.

ARTICLE IV

ADMINISTRATION AND MEETINGS

4.1 Meetings and Place of Meetings. Meetings of the Association shall be held at such satisfactory and reasonably convenient place to the owners as may be designated by the Board of Directors.

4.2 Annual Meeting. Annual meetings shall be held on the second Wednesday in March of each year. At the Annual Meeting there shall be elected, by ballot of the Owners, a Board of Directors in accordance with Section 3.3 Article III of these Bylaws. The Owners may also transact such other business of the Association as may properly come before them and which is not in conflict with the provisions of the Declaration.

4.3 Board of Directors Meetings. The Board of Directors shall meet at least quarterly. A special meeting of the Board may be called by written notice signed by the President of the Association or by any two (2) Directors other than the President. Minutes shall be kept on file of all proceedings. The meetings shall be open to all Members.

4.4 Officers Meetings. The Officers and the Executive Committee are responsible for administering the day-to-day affairs of the Association between meetings of the Board of Directors except as expressly prohibited in A.R.S. 10-1021.

4.5 Special Meetings. The President shall call Special meetings of the Members as directed by resolution of the Board of Directors or upon a petition signed by members having at least ten percent (10%) of the votes entitled to be cast at such meeting has been presented to the Secretary. The notice of any special meeting shall state the time and place of such meeting and the purpose thereof. No other business shall be transacted at a special meeting, except as stated in the notice. Minutes shall be kept on file of all proceedings. The quorum for such meeting shall be as stated in Article II above.

4.6 Notice of Meetings. The Secretary shall mail or hand-deliver notices of all Annual, Special and Board meetings to all Owners. Such notice shall include time, place and purpose of the meeting. Notification shall be given at least ten (10) but not more than thirty (30) days prior to each meeting.

4.7 Order of Business. The order of business at all Annual meetings of the members and quarterly meetings of the Board of Directors shall be as follows:

- 4.7.1 Roll call
- 4.7.2 Proof of notice of meeting
- 4.7.3 Acceptance of minutes of preceding meeting

- 4.7.4 Reports of Officers and Standing Committees
- 4.7.5 Reports of Ad-Hoc Committees
- 4.7.6 Appointment of Inspectors of Election
- 4.7.7 Election of Directors
- 4.7.8 Unfinished business
- 4.7.9 New business

ARTICLE V

BYLAWS

These Bylaws may be amended by the vote or written assent of sixty-seven percent (67%) of the Members present in person or proxy at any Annual or Special meeting of the Members at which a quorum has been established.

ARTICLE VI

CONFLICT BETWEEN BYLAWS, DECLARATION AND ARTICLES

In the event that there is any conflict between these Bylaws and the Declaration recorded at Docket 12100, pages 1120 et seq. of the Records of Maricopa County, Arizona, the provisions of such Declaration shall control. The Articles of Incorporation of the Association shall govern and control in the event of any conflict with these Bylaws.

I, the undersigned duly and elected and acting Secretary/Treasurer of the Eastwood Association, do hereby certify:

That the within and foregoing Amended and restated Bylaws were adopted as the Bylaws of the Association by the vote or not less than sixty percent (60%) of the Owners of lots in Eastwood at a meeting duly called for this purpose pursuant to Article VI of the original Bylaws and the foregoing Amended and Restated Bylaws do now constitute the Bylaws of the Association.

IN WITNESS WHEREOF, I have hereunto subscribed my name this

_____ day of _____, 1987.

Dee Mallaro
Secretary /Treasurer

STATE OF ARIZONA)
) ss.
County of Maricopa)

On this _____ day of _____, 1987, before me the undersigned notary public personally appeared Dee Mallaro, known to me to be the person whose name is subscribed to the within Amended and Restated Bylaws, and acknowledged to me that she executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal.

Notary Public

My Commission Expires:

Amendment of the Eastwood Bylaws

At the Annual Meeting of the Eastwood Homeowners Association held on May 21, 1995, the Bylaws of the Eastwood Homeowners Association were amended by a unanimous vote of all present.

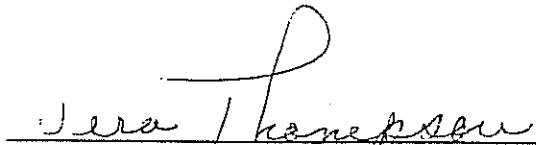
The Bylaws were amended as follows:

4.2 Annual Meeting. Annual meetings shall be held on the second Wednesday in March of each year, or on a different date as decided by the Board of Directors. At the Annual Meeting there shall be elected, by ballot of the Owners, a Board of Directors in accordance with Section 3.3 Article III of these Bylaws. The Owners may also transact such other business of the Association as may properly come before them and which is not in conflict with the provisions of the Declaration.

SECRETARY'S CERTIFICATE

I, Vera Thompson, being the duly elected Secretary of Eastwood Homeowners Association, hereby certify that 100% of all owners present in person or by proxy at the Eastwood Annual Meeting held on May 21, 1995, voted to amend the bylaws as set forth above. I certify that a quorum was present to conduct the annual business of the Eastwood Homeowners Association.

Dated this 6th day of June, 1995.



Vera Thompson, Secretary
Eastwood Homeowners Association