



OFFICIAL RECORDS OF  
MARICOPA COUNTY RECORDER  
HELEN PURCELL  
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1 OF 2

MARESA

# BYLAWS

## VENTANA LAKES

### PROPERTY OWNERS ASSOCIATION

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# AMENDED AND RESTATED BYLAWS OF VENTANA LAKES

## PROPERTY OWNERS ASSOCIATION

### ARTICLE I

#### Introduction to Bylaws

Section A. Formation of Corporation. The corporation has been formed for the purpose of serving as the Association, pursuant to a certain Declaration of Covenants, Conditions, and Restrictions for the Ventana Lakes Property Owners Association, originally recorded with the County Recorder of Maricopa County, Arizona, on the 25th day of September, 1986, as Document No.86-520562 (such document as hereafter amended and in effect being hereinafter called the "Declaration"), the property subject to such Declaration being hereafter called the "Property."

Section B. Definitions. Terms used herein which are defined in the Declaration shall have the same meanings as in the Declaration.

Section C. Application of Bylaws. All present and future Owners, Tenants, future Tenants, or other employees or any other person who might use the facilities of the Property in any manner are subject to the provisions of these Bylaws. The ownership or rental of property or the mere action of occupancy of any portion of the Property will signify that these Bylaws are accepted, ratified, and will be complied with by the occupant or Owner. Each Owner shall tender a copy of the Covenants, Conditions, and Restrictions, as well as these Bylaws and Ventana Lakes Rules, to their respective Tenants. Owners are required to register the names and ages of their Tenants at the management office. At least one Tenant must be 55 years of age and no tenants below the age of 18 may occupy the Dwelling Unit

Section D. Priority of Declaration. The provisions of the Declaration shall have priority over these Bylaws. Any provision hereof which is contrary to or inconsistent with the Declaration as amended from time to time shall be void to the extent of such inconsistency.

### ARTICLE II

#### Voting/Elections

The Board of Directors shall establish an Election Committee to implement procedures for all elections. The Election Committee shall have the responsibility of conducting all elections.

Section A. Voting/Eligibility.

1. New Owners must have their conveyance instrument registered in the Management Office prior to the mailing of ballots in order to vote.
2. Fee assessments must be current.
3. Only Owners may vote.

Section B. Voting. There shall be one vote per Lot. The vote for each such Lot must be cast as a unit, and fractional votes shall not be allowed. In the event that a Lot is owned by more than one person and such 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 Member casts a vote representing a certain Lot, it will thereafter be conclusively presumed for all purposes that he 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 by a Member for a particular Lot, none of the votes shall be counted and all of the votes shall be deemed void.

Section C. Quorum. A quorum, which is 25 percent of the total number of Voting Members in Good Standing, is required to transact business at the annual or special meetings. The percentage can be determined by counting those who are either present in person or who have voted by absentee ballot. The vote of a majority of those present either in person or by absentee ballot at an annual or duly noticed special meeting shall be necessary to act upon any matter, unless otherwise set forth in these Bylaws or the Declaration.

Section D. Ballots. Members in Good Standing shall be entitled to vote. One vote per Lot is permitted. Votes may be cast in person or by absentee ballot. If voting by absentee ballot, the ballot must be returned in the envelope provided. Cumulative voting is not permitted.

Section E. Elections. Elections of directors shall be held as directed by the Election Committee. The Association may use a combination of the following methods of voting for election of directors: absentee ballots, or voting in person prior to the annual meeting or special meeting. The Election Committee may require that all votes be cast prior to the commencement of the meeting in a manner designated by the Committee. In any election of the directors, every Membership entitled to vote in such an election shall have the number of votes equal to the number of directors to be elected. Fractional voting is not allowed. The candidates receiving the highest number of votes, based on the number of vacancies on the Board, shall be deemed elected.

Section F. Non-Voting Members. Any and all lessees and/or Tenants (as defined in the Declaration) shall be Non-Voting Members of the Association.

## ARTICLE III

### Meetings

Section A. Association Responsibilities. The corporation will constitute the Association under the Declaration acting through its Board of Directors and its Voting Members. The Board of Directors shall have the responsibility of administering and exercising all powers and duties provided for by law or in the Declaration, the Articles of Incorporation, or these Bylaws, except such matters as are reserved to the Voting Members by law or by such Declaration, Articles of Incorporation or Bylaws.

Section B. General Meetings. Meetings of the Members shall be on the Property or at such other convenient place as may be designated by the Board of Directors. Except in cases of emergency, the Board shall post an agenda for all open meetings no less than 48 hours prior to the meeting. The agenda shall list the subject matters to be discussed by the Board. The Board shall discuss only the matters on the agenda at the meeting, except for unexpected urgent matters that may arise that are crucial to the operation of the Association but were not placed on the agenda.

Section C. Annual Meetings. Annual meetings of the Members shall be held during the month of March, at such date and time as determined by the Board. At such meetings the official results of the election of the Board of Directors shall be announced. The members may also transact such other business as may properly come before them at such annual meetings, provided that the number of votes cast constituted a quorum, and provided that each Member had the opportunity to vote on the matter by absentee ballot.

Section D. Special Meeting. Special meetings of the Members may be called by the President, by resolution of the Board of Directors or by a petition signed by at least 10 percent of the Voting Members and presented to the Secretary or in such other manner as is required by law. The notice of any special meeting shall state the day and hour and the place of such meeting and the purpose or purposes thereof.

Section E. Executive Meeting. The Board shall at all times comply with A.R.S. § 33-1804(A), conducting Association business in an open meeting unless:

1. Receiving or considering legal advice from an attorney;
2. Discussing on-going or pending litigation;
3. Discussing personal, health, and financial information about an individual member of the association, an individual employee of the association, or an individual employee of a contractor of the association; and
4. Discussing matters or records relating to the job performance of, compensation of, health records of or specific complaints against an individual employee of the association or an individual employee of a

contractor of the association who works under the direction of the association.

Section F. Emergency Meeting of the Board. The Board may hold an emergency meeting to take action to protect the health, safety, or welfare of an individual Association Member or the Association at large, or assets of the Association.

Section G. Notice of Annual or Special Meetings. It shall be the duty of the Secretary or designee, at the direction of the person or persons calling a meeting to mail a notice of such annual or special meeting, stating the purpose or purposes thereof and the day, hour, and place where it is to be held to each Voting Member of record at least thirty (30) but not more than sixty (60) days prior to such meeting. If the Secretary fails or refuses to act the person or persons calling the meeting may do so. No business shall be transacted at a special meeting except as stated in the notice thereof. The total number of votes cast by absentee ballot or in person must constitute a quorum.

Section H. Adjourned Meetings. If any meeting of the Members cannot be organized because a quorum of Voting Members has not been met, the Voting Members who are present may adjourn the meeting to a time not more than thirty (30) days from and after the time the original meeting was called. A new notice shall be required with the identical agenda.

Section I. Order of Business. The order of business at all meetings of the Members shall be determined by the Board President and Manager. Robert's Rules of Order may or may not be used at the discretion of the Board of Directors.

## **ARTICLE IV**

### **Board of Directors**

Section A. Number and Qualification of Board of Directors. The affairs of the corporation shall be governed by a Board of Directors composed of seven (7) persons; all of whom must be current Resident Owners, at least 55 years of age, and in Good Standing. To be placed on the ballot, candidates must submit a document as required by the Election Committee by the Committee's deadline. Only one member per family/household may serve on the Board of Directors at a given time. The directors shall be elected at each annual meeting to staggered, three (3) year terms. The Association may elect some Board members to one (1) or two (2) year terms to re-create staggered terms. Of the Board members elect, elected at an annual meeting, the Board member or members receiving the fewest votes shall serve for the shortest term.

Section B. Powers and Duties. The Board of Directors shall have all powers to responsibly administer the affairs of the Association. They may act on all affairs of the Association provided they are not in conflict with laws, the Declaration, the Articles of Incorporation and these Bylaws.

Section C. Other Duties. Without limiting the generality of Section B of this Article, the Board of Directors shall be responsible for the following:

1. Care, upkeep and monitoring of the Common Areas described in the Declaration.
2. Preparation of an annual budget and allocation of the budget to the Members in the proportions required by the Declaration.
3. Collection of assessments from the Owners and the foreclosure of liens therefore where necessary.
4. To hire, employ, dismiss and manage the personnel necessary for the maintenance and operation of Lots and Common Areas, including the right and power to employ attorneys, accountants, contactors, and other professionals as the need arises.
5. To make repairs upon the Common Areas where such repairs are required for the welfare or safety of the community.
6. To obtain and keep in full force and effect public liability and other insurance as required by the Declaration or as permitted and deemed necessary and advisable by the Board.
7. To grant or relocate easements required for the benefit of the Property.
8. To adopt and amend rules and enforce the same covering the operation and use of all of the Property.
9. To open bank accounts on behalf of the Association and to designate the signatories required therefor.
10. To invest any funds held or controlled by the Association.
11. To determine the content of the website.
12. To enforce the Community and Boards' Codes of Conduct
13. To appoint a Bingo Proceeds Coordinator as a non-voting member of the Board of Directors as determined by State bingo licensing requirements.
14. To review and approve all revisions and new architectural rules proposed by the Architectural Committee.

15. The foregoing enumeration of specific responsibilities shall not be deemed to limit any other power or duty of the Board of Directors arising by law or under the Declaration, Articles of Incorporation or these Bylaws.

Section D. Election and Term of Office. At each annual meeting a Board of Directors shall be elected for the terms set forth in Article IV, Section A, above. The directors shall hold office until their successors have been elected and certified or until death, resignation, or removal. Board members may not serve more than two consecutive three (3) year elected terms.

Section E. Compensation. No compensation shall be paid to directors or officers for their services as directors or officers.

1. No remuneration shall be paid to a director for services performed by him for the corporation in any capacity, unless a resolution authorizing such remuneration shall have been unanimously adopted by the Board of Directors before the services are undertaken.
2. Directors and officers, however, may be reimbursed for any actual expenses incurred in connection with their duties as such officers or directors.

Section F. Organization Meeting. The first meeting of a newly elected Board of Directors shall be called and held within ten (10) days after the election thereof at such place as a majority of such directors shall approve either before, at, or after such meeting. An oath of office shall be taken by all Board Members at the annual organizational meeting and by Board Members who may be appointed throughout the year at their first Board meeting. At this time, the Board of Directors shall establish a tentative schedule for Board meetings for the remainder of the year.

Section G. Board of Directors' Quorum. At all regularly scheduled or special meetings of the Board of Directors, a majority of the number of directors fixed in these Bylaws shall constitute a quorum for the transaction of business, and the acts of the majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. If at any meeting of the Board of Directors there shall be less than a quorum present the majority of those present may adjourn the meeting. Business may be transacted at a rescheduled meeting without further notice.

Section H. Regular Meeting. Regular meetings of the Board of Directors may be held at such time and place as shall be determined by a majority of the directors, but at least one (1) such meeting shall be held during each calendar quarter. Notice of regular meetings of the Board of Directors shall be posted and/or given to each director, personally or by mail, email, or telephone at least 48 hours (two days) prior to the date set for such meetings.

Section I. Special Meetings of the Board of Directors. Special meetings of the Board of Directors may be called by the President, or Secretary or by a majority of the directors on 48 hours (two days) notice to each director, given personally or by mail, email, or telephone which notice shall state the time, place (as hereinabove provided) and purposes of the meeting. Notice of

special meetings is posted and open to the Membership unless the issues to be discussed require an executive session. In case of an emergency, the President may call an executive meeting without the 48 hours (two days) notice with approval of the majority of the Board.

Section J. Work Study Sessions of the Board of Directors. Work study sessions of the Board of Directors may be scheduled by the President. These meetings shall be open to the membership with a 48 hours (two days) notice. Such meetings are for the purpose of gathering information and determining agenda items. No official business may be voted on or transacted at these meetings. Membership input may not be appropriate at these work study sessions. Items of an administrative nature may be approved.

Section K. Waiver of Notice. Any director may, in writing, waive notice of a scheduled meeting because he did not receive the 48 hours (two days) notice of the meeting. A director may attend the scheduled meeting for the purpose of objecting to the transaction of business without it constituting a waiver of notice. The waiver of notice shall become a part of the minutes for the meeting.

Section L. Vacancies. Any vacancy occurring in the Board of Directors may be filled by affirmative vote of a majority of the remaining directors, though less than a quorum or by a sole remaining director, and any director so chosen shall serve as a director for the remainder of the term of the vacancy, or the Board, in its discretion, may allow the Members to elect a director to fill that vacancy on the Board at the next annual meeting. Any director so elected shall serve as a director for the remainder of the term of that vacancy.

Section M. Resignation of Directors. A director may resign from the Board of Directors at any time upon delivery of written notice to the President or Secretary of the Association. Such resignation shall be in effect upon receipt or at any later time specified therein, and unless otherwise provided therein acceptance of such resignation shall not be necessary to make it effective.

Section N. Removal of Directors. A.R.S. § 33-1813 provides the rules for removal of a director, directors, or the entire board with or without cause. A petition signed by ten (10) percent of the Voting Membership in Good Standing must be submitted to the President or Secretary of the Board of Directors.

Upon receipt of a valid, signed petition, the Election Committee will conduct the voting process in the manner it does for the Annual Elections or Special Elections. Voting on the removal/recall of a director, directors or the entire Board of Directors shall be done by the Voting Membership in Good Standing. Voting may be done either by absentee ballots or in person on dates determined by the Board of Directors. A special membership meeting must be held within thirty (30) days of the receipt of the petition to present the results of the removal/recall votes cast by the total Voting Membership.

1. In the event the entire Board of directors has to be replaced, the Election Committee shall hold a special election as soon as possible to elect a new Board of Directors.
2. The manager shall be in charge of the operation of the Association until the new Board is in place.

A quorum for the purpose of voting on the removal/recall is 20 percent of the Voting Membership (1701 x 20%) is required.(A.R.S. # 33-1813) The number of votes necessary to remove a director, directors or the entire Board of Directors is a simple majority of those voting so long as a quorum is present.

A petition to remove a director can only be submitted once during director's term. If the removal is not successful, that director cannot be the target of a recall again for the remainder of that director's term. The Association shall keep the records of the voting and special meeting, and the petition for at least one year from the date of the special meeting.

Section O. Fidelity Bonds. The Board of Directors shall require that all officers and employees handling or responsible for funds of the Association shall furnish adequate fidelity bonds or fidelity insurance coverage. The premiums of such bonds and/or insurance shall be paid by the Association.

## **ARTICLE V**

### **Officers and Job Descriptions**

Section A. Designation. The principal officers of the corporation shall be a President, Vice President, Secretary and Treasurer, all of whom shall be elected by the Board of Directors, and, at the discretion of the Board, one or more Vice Presidents and such other officers as the Board may from time to time designate. No person may hold more than one (1) such office at any time, except that the same person may serve concurrently as Secretary/Treasurer or Vice President/Treasurer if no other Board member will assume the Treasurer position.

Section B. Election of Officers. The officers of the Association shall be elected annually by the Board of Directors at the first meeting of each new Board and shall hold office at the pleasure of the Board. If the Board of Directors does not elect new officers at this meeting, each current officer shall continue to hold office until his successor is elected

Section C. Removal of Board Elected Officers. Upon an affirmative vote of a majority of the members of the Board of Directors, any officer may be removed, either with or without cause. The Board may not remove a fellow board member from the Board of Directors. A vacancy in any office may be filled at any regular meeting of the Board of Directors or at any special meeting of the Board called for such purpose.

Section D. Resignation of Board Officers. Any officer may resign his Board office at any time by delivering written notice of such resignation to the Board, the President or the Secretary. Such resignation shall take effect upon receipt or at any later time specified therein, and unless otherwise provided therein acceptance of such resignation shall not be necessary to make it effective. A vacancy in any office may be filled at any regular meeting of the Board of Directors or at any special meeting of the Board called for such purpose

Section E. President. The President shall be the chief executive officer of the corporation. He shall preside at all meetings of the Members, the Board of Directors, and serve as an ex officio member of all standing and Ad Hoc committees. He shall have all of the general powers and duties which are usually vested in the office of the President of a corporation, including, but not limited to, the power to appoint committees or designate a Board members) to appoint from among the Members in Good Standing to assist in the conduct of the affairs of the corporation.

Section F. Vice President The Vice President shall take the place of the President and perform his duties whenever the President shall be absent or unable to act If neither the President nor any Vice President shall be able to act, the Board of Directors shall appoint some other member of the Board to so do on an interim basis. The Vice Presidents shall also perform such other duties as shall be assigned by the Board of Directors.

Section G. Secretary. The Secretary shall have the responsibility for keeping the minutes of all meetings of the Board of Directors reflecting the discussion of issues and the decisions made. The secretary is also responsible for correspondence as shall be necessary, the official minute book of the corporation, and such other duties as shall be assigned by the Board of Directors.

Section H. Treasurer. The Treasurer shall have the responsibility for funds and securities of the corporation, shall serve as an ex officio member on the Finance Committee, and shall be responsible for keeping full and accurate accounting of all receipts, depositories, and disbursements in books belonging to the corporation. Fund transfers shall be approved by the Board.

Section I. Bingo Proceeds Coordinator. The Bingo Proceeds Coordinator shall have the responsibility of maintaining full and accurate accounting, receipts, and disbursement of bingo funds, and shall file required State reports. This appointed position by the Board of Directors, as required by law, carries no voting privileges.

Section J. Board Member Emeritus. The Board may, if so desired, appoint a previous Board member with responsibility of providing continuity and fact information about previous policies, procedures and pertinent historical information. This appointed position carries no voting privilege.

## ARTICLE VI

### Assessments and Maintenance

Section A. Assessments. All Owners shall be obligated to pay assessments in accordance with the Declaration. Without limiting the foregoing, the assessments shall include the cost of maintenance and repair of the Common Areas, utilities, taxes and assessments, if any, on Common Areas, and all other items necessary for the maintenance and operation of the Common Areas. There shall also be included in the assessments reserves for replacements and impounds as required. The Board of Directors may levy a late penalty charge on any Owner who fails to pay all or any part of his assessment on or before the due date as set by the Board of Directors.

Section B. Budget The Board of Directors shall annually prepare budgets (Master and Gardens), determine the amount of the charges payable by the Owners to meet the common expenses of the Common Areas allocating and assessing such charges among the Owners in the manner provided in the Declaration. The Board of Directors shall advise all Owners promptly in writing of the amount of such charges payable by each of them respectively and shall furnish copies of the budget on which such common charges are based to all Owners. These copies shall be available in the management office, or in the newsletter, or on the website, and may be included in the January assessment notices.

Section C. Capital Expenditures. The Board of Directors may not approve any capital expenditure (as opposed to maintenance expense) in excess of \$50,000. An expenditure in excess of \$50,000 requires approval by a majority vote of at least 50 percent of total Voting Membership in Good Standing.

Section D. Maintenance and Repair. Each Owner shall perform promptly all maintenance and repair and upkeep work within his own Lot and to any improvements thereon, which, if omitted, would affect the Property in its entirety or in a part belonging to other Owners. The Owner shall be notified of the repairs or maintenance needed and a stipulated time frame in which the repairs or improvements are to be made. Following the stipulated time frame, the Board of Directors or its agent will request, in advance, permission to enter the Owner's Lot to determine if the repairs or improvements have been completed. In the event that the Owner fails to make such repairs within the stipulated time frame, the Board of Directors through its agents may make such repairs and levy an assessment for the costs thereof against the Owner. Owners shall not make structural modifications or alterations to their Lots without previously securing written approval from the Architectural Committee.

Section E. Right of Entry. The Board of Directors may authorize the Architectural Committee or any other person to enter onto any Lot for purposes of inspection and to make necessary repairs, alterations, installations and maintenance to the Common Areas, including mechanical or electrical services, provided that request for such entry is made in advance and such entry is at a time reasonably convenient to the Owner. In case of an emergency, the right of entry shall be immediate.

## **ARTICLE VII**

### **Committees**

The President and/or the Board may appoint committees and/or service groups from its Members in Good Standing as deemed appropriate in carrying out its purposes. Committee members shall be current Owner Residents. The Board may limit length of service and provide for rotating terms.

## **ARTICLE VIII**

### **Corporate Seal**

The Board of Directors may adopt a seal for the corporation. The use of a seal shall not, however, be necessary to the validity of any corporate act or signature.

## **ARTICLE IX**

### **Bylaws Amendments**

Section A. Board Amendments. The Board may amend the Bylaws without Membership approval for the sole purpose of complying with changes in the law.

Section B. Membership Amendments. At any regular or special meeting where notice of the proposed amendment is included these Bylaws may be amended by a majority vote of at least 25 percent of the total Voting Membership in Good Standing. These Bylaws shall not be amended to contain any terms or provision which would be contrary to the Declaration or the Articles of Incorporation as amended or in violation of local, state, or federal statutes.

## **ARTICLE X**

### **Adoption of Rules**

The Board of Directors may promulgate and adopt rules for the management of the Property, and said rules shall apply to and govern the occupation of the various commercial and residential parcels and of the Common Areas by the Owners and lessees. Tenants and guests and all other persons.

## ARTICLE XI

### Records Maintenance

Section A. Maintenance of Books of Account and Other Records. The Board of Directors shall cause to be maintained complete books of account concerning all funds, assets and liabilities of the corporation. The corporation shall also keep complete minutes of the meetings of its Members, Board of Directors and any committees thereof. A list of the names and addresses of all Members entitled to vote is to be maintained. Except for those records which may be withheld pursuant to Arizona law, all such relevant books of account and other records shall be open to inspection by the Owners upon a five (5) business day written request, delivered to the President or Secretary, or their agent. Such books and records shall be kept at the Property or in another convenient location or locations known to the Owners. Such inspection may be made in person or by agent or attorney, and the right of inspection includes the right to make copies of or extracts from or to perform audits of such books and records at the expense of the person doing the same. (See A.R.S. § 10-11601, Section C). Owners' requests for confidentiality will be honored.

Section B. Annual Report to Owners. Annually, within thirty (30) days of receiving the annual report, the Board of Directors shall cause to be prepared and published an annual report of the affairs of the Association. Said report may be provided in a newsletter of the Association rather than a separate mailing. Copies shall also be made available at the management office. Copies of the report shall contain a balance sheet setting forth the assets and liabilities of the Association as of the end of the preceding calendar year. An annual independent audit, review or compilation of the books and records of the Association shall be performed in accordance with generally accepted auditing standards by a duly licensed certified public accountant at the corporation's expense.

## ARTICLE XH

### Fiscal Year

The fiscal year of the corporation shall begin on the 1st day of January and end on the 31<sup>st</sup> day of December of every year, except that the first fiscal year shall begin on the date of incorporation

The President of the Association and Secretary, or Treasurer hereby certify that these Bylaws have been approved by the required percentage of the members.

Dated this 23<sup>rd</sup> day of April, 2009.

*Joseph M. [Signature] Secretary*  
*Judith Mabie, Treasurer*  
*Duson J. Alauda,<sup>12</sup> President*