

Amended and Restated BY LAWS



Villas 46A Homeowners Association

Rev 1 2/19/2018

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**AMENDED AND RESTATED
BY LAWS OF
Sun Lakes Villas Homeowners Association No. 46A, Inc.**

**ARTICLE I
Identity**

Section 1. Declaration These Bylaws shall govern the operation of Sun Lakes Villas Association No. 46A, Inc. (the "Corporation"), an Arizona nonprofit corporation.

Section 2. Terms Terms used herein which are defined in the Articles of Incorporation of the Corporation (the "Articles") shall have the same meaning as in the Articles.

Section 3. Principal Office The principal office of the Corporation shall be located in Sun Lakes, Arizona.

Section 4. Seal The Board of Directors may obtain a seal for the Corporation which shall bear the name of the Corporation, the word "Arizona", the word "nonprofit", the year of incorporation, and such other matters as the Board of Directors may elect.

**ARTICLE II
Membership**

Section 1. Members As set forth in the Articles, each Owner of a Lot shall be a member of the Corporation ("a Member") so long as he or she shall be an Owner. Such membership shall automatically terminate when he or she ceases to be an Owner and upon the transfer of his ownership interest, the new Owner succeeding to such ownership interest shall likewise automatically succeed to membership in the Corporation. In the event that more than one person or entity holds an ownership interest in any lot, all such persons and entities shall be deemed to be Members of the Corporation but they shall collectively hold a single membership in the Corporation.

Section 2. Meetings Meetings of Members and the Board of Directors shall be held at a convenient time and place as designated by the Board of Directors. Annual Meeting of the owners shall be held in March in each year at a time and place designated by the Board of Directors. *(Amendments dated 4/10/2012 and 12/12/2017)*

Section 3. Voting The Voting rights of the Members shall be as provided in the Articles.

Section 4. Notice In not less than 10 or more than 50 days prior to a meeting, notice of all meetings of the Members stating the time, the place and the objects for which the meeting is called shall be given by an officer of the Corporation unless notice is waived in writing. Such notice may be given by publishing the same one in any newspaper in general circulation within the Property of Maricopa County. Notice of meetings may be waived before, during or after the meeting.

Section 5. Quorum A quorum of Members for any meeting shall be constituted by Members represented in person or by proxy and holding ten (10) percent of the votes entitled to be cast at the meeting. Unless the vote of a greater number is required by these Bylaws, the Articles or Arizona law, the affirmative vote of the majority of the votes represented at a meeting and entitled to vote shall be binding as the act of the Members.

Section 6. Adjourned Meetings If a meeting of Members cannot be organized because a quorum has not attended, the Members who are present, either in person or by proxy, may adjourn the meeting to a time not more than 48 hours from the time the original meeting was called.

Section 7. Order of Business The order of business at all meetings of the Members shall be as follows:

- A. Reading of minutes of preceding meeting.
- B. Reports of officers.
- C. Reports of committees.
- D. Elections.
- E. Adjournment.

ARTICLE III Board of Directors

Section 1. Number and Qualifications The business, property and affairs of the Corporation shall be managed, controlled and conducted by a Board of Directors (the Villas Board). The Villas Board shall consist initially of the number of members indicated in the Villas Articles. The number of Directors may be altered from time to time by resolution or by majority vote of the Villas Board, or of the Members of the Corporation at any regular or special meeting called for such purpose, but only within the limits prescribed by the Articles. In the event of any increase in the number of Directors in advance of the annual meeting, each additional Director shall be elected by the then Villas Board and hold office until his successor is elected and shall qualify.

Section 2. Powers and Duties The Villas Board shall have the powers and duties necessary for the administration of the affairs of the Corporation, and may do all such acts and things, as are not by law or otherwise directed to be exercised and done by the Members.

The powers of the Villas Board shall include, but not limited to, all of the rights and duties of the Villas Board as set forth elsewhere in these Villas Bylaws, the Villas Articles, the Villas Declaration and any Additional Declaration and shall also include the power to promulgate such rules and regulations pertaining to the rights and duties of Members of the Corporation, and all other matters, as may be deemed proper and which are consistent with the foregoing. The Villas Board may delegate to one or more committees thereof, and to other persons, such duties and powers, all as appears to the Villas Board to be in the best interest of the Corporation and to the extent permitted by law.

Section 3. Election and Term of Office The election and term of office of the Directors shall be as prescribed in the Articles.

Section 4. Vacancies Any vacancies on the Villas Board caused by any reason shall be filled by vote of the majority of the remaining Directors even though less than a quorum, or by the remaining Director if there is only one, and each person so selected shall be a director until his successor is duly elected by the Members of the Corporation and shall qualify.

Section 5. Compensation No compensation shall be paid to Directors for their service as Directors. No remuneration shall be paid to a Director for services performed by him for the Corporation in any other capacity, unless a resolution authorizing such remuneration shall have been unanimously adopted by the Villas Board before the service is undertaken. Directors and officers, however, may be reimbursed for any actual expenses incurred in connection with their duties as such officers and Directors.

Section 6. Regular Meetings After the Villas Transition Date, regular meetings of the Villas Board may be held as such time as place as shall be determined, from time to time by the Villas Board President. Notice of regular meetings of the Villas Board shall be given to each Director, personally or by mail, telephone, telegraph or fax at least three days prior to the day named for the meeting.

Section 7. Special Meetings Special meetings of the Villas Board may be called by the President or Secretary on three days' notice to each Directors, given personally, by mail, telephone, telegraph or fax which shall state the time, place and purpose of the meeting. Upon the request of at least three (3) of the Directors, special meetings of the Villas Board shall be called by the President or Secretary in like manner and on like notice.

Section 8. Waiver of Notice Before, at or after any meeting of the Villas 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 Villas Board shall be deemed to be a waiver of notice by him of the time and place thereof. If all the Directors are present at any meeting of the Villas Board, no notice shall be required, and any business may be transacted at such meeting.

Section 9. Quorum A majority of the Board of Directors shall constitute a quorum for the transaction of business, but if at any meeting of the Board there is less than a quorum present, a majority of those present may adjourn the meeting from time to time. Every act or decision done or made by a majority of the Directors at a duly held meeting at which a quorum is present shall be regarded as the act of the Board unless the Articles, these Bylaws, the Declaration or any Subsequent Declaration otherwise specifically requires the affirmative vote of a different number of Directors on a specific matter.

Section 10. Adjournment The Board of Directors may adjourn any meeting from day to day or for such other times as may be prudent or necessary in the interest of the Corporation. *(Amendment dated 12/12/2017)*

Section 11. 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 of the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

Section 12. Fidelity Bonds The Board of Directors may require, in its discretion, and shall require to the extent required by the Declaration or any Subsequent Declaration, that all officers and employees of the Corporation handling or responsible for the Corporation's funds shall furnish fidelity bonds. In the event such bonds are required upon determination of the Board of Directors, the premiums therefore shall be paid by the Corporation.

Section 13. Committees The Board of Directors may by resolution appoint committees of the Board, which committees shall have the powers and authority designated in the resolution or resolutions establishing them.

ARTICLE IV Officers

Section 1. Designation The principal officer of the Corporation shall be the President, one or more Vice Presidents, a Secretary, and a Treasurer, all of whom shall be elected by the Board of Directors. The Directors may appoint an Assistant Secretary and an Assistant Treasurer, and such other officers as in their judgment may be necessary. Only a Director may hold office of the President. Any one person may hold two or more offices at the same time, except that no one person shall simultaneously hold the office of President and Secretary.

Section 2. Election of Officers The officers of the Corporation shall be elected from time to time by the Board of Directors.

Section 3. Removal of 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 and a successor appointed. In addition, Arizona Revised Statutes (ARS) 33-1813 provide for removal of Board Members.

Section 4. Resignation of Officers 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 any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies A vacancy in any office may be filled by vote of a majority of the Board of Directors. The officer elected to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 6. President The President shall be the chief executive officer of the Corporation. He shall preside at all meetings of the Members of the Corporation and of the Board of Directors. He shall have the general powers and duties which are normally vested in the office of the President of a Corporation, including, but not limited to, the power to appoint committees from among the Members of the Corporation from time to time as he may in his discretion decide is appropriate to assist in the conduct of the affairs of the Corporation.

Section 7. Vice President The Vice President shall take the place of the President and perform his duties whenever the President shall be absent, unable to act or refuses to act. If neither the President nor Vice President shall be absent, the Board of Directors shall appoint some other member of the Board to do so on an interim basis. A Vice President shall also perform such other duties as shall from time to time be imposed upon him by the President of the Board of Directors.

Section 8. Secretary The Secretary shall keep the minutes of the meeting of the Board of Directors and the minutes of all meetings of the Members of the Corporation. He/she shall have custody of the seal of the Corporation; he/she shall have charge of the membership books and such other books and papers as the President of the Board of Directors or the Board may direct and shall, in general, perform all duties incidental to the office of Secretary.

Section 9. Treasurer The Treasurer shall have the responsibility for the Corporation's funds and securities and shall be responsible for keeping full and accurate accounts of all receipts and disbursements in books belonging to the Corporation. He shall be responsible for the deposit of all moneys and other valuable effects in the name, and to the credit, of the Corporation in such depositories as may from time be designated by the Board of Directors.

Section 10. Compensation No compensation shall be paid to officers for their services as officers. No remuneration shall be paid to an officer for services performed by him/her for the Corporation in any other capacity, unless a resolution authorizing such remuneration shall have been adopted by the majority of the Board of Directors before services are undertaken.

ARTICLE V

Elections

Section 1. Election Committee The Board of Directors shall appoint an Election Committee Chairperson and an Election Committee at least ninety (90) days prior to the election date. The Election Committee will consist of not less than three (3) regular members of the Association who are in good standing, of which no more than one (1) may be a member of the Board. The Election Committee shall, within forty-five (45) days of the election date, submit to the Board a list of candidates for all offices to be filled.

Section 2. Nominations Ten (10) or more regular members of the Association may nominate other candidates and file such nominations over their signatures with the Election Committee Chairperson not less than forty-five (45) days prior to the annual election. The names of those nominated shall be printed alphabetically on one ballot. Cumulative voting is not permitted.

Section 3. Voting No member shall be permitted to vote at any election who is thirty (30) days or more in default in the payment of any homeowner dues or assessments due the Association.

Section 4. Election Procedure The Election Committee Chairperson will conduct all facets of the election in accordance with the "Election Procedure" established by the Board of Directors. Candidates receiving a plurality shall be declared the winner by the Election Committee and the Board. Any member of the Association may be present as an observer at the tabulation of votes. Following the tabulation, all ballots will be sealed and stored for a period of thirty (30) days from the date of tabulation. Any protest of accounting of votes or results must be filed within thirty (30) days from the date of tabulation. In case of dispute, the ballots will be retained as long as necessary.

Notwithstanding anything to the contrary in this Section, or in these Bylaws, whenever the number of Members running for Board vacancies equals or is less than the number of such vacancies, in lieu of holding an election, the candidate(s) be elected by acclamation. At the Board's regularly scheduled meeting that follows the close of nominations, the Board will announce the results of the acclamation to all Members.

(Verbiage from amendment dated 2/13/12)

ARTICLE VI
Miscellaneous

Section 1. Books and Accounts The Villas Board, at all times, shall keep, or cause to be kept by the Treasurer, true and correct records of account in accordance with generally accepted accounting principles.

Section 2. Execution of Corporate Documents With prior authorization of the majority of the Board of Directors, all notes, checks and contracts or other obligations shall be executed on behalf of the Corporation by the President of the Corporation. Checks shall be signed by two members of the Board of Directors, one of which should be the Treasurer when possible.

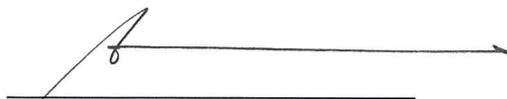
Section 3. Fiscal Year The fiscal year of the Corporation shall be the Calendar Year, or such other period as the Board of Directors may deem appropriate.

ARTICLE VII
Amendment of the Bylaws

These Bylaws may be amended by the affirmative vote of a majority of the Board of Directors. These Bylaws may not be amended insofar as such amendment would be inconsistent with the Declaration, and Subsequent Declaration or the Articles.

ARTICLE VIII
Certificate of Adoption

The undersigned Secretary does hereby certify that the foregoing Amended and Restated Bylaws were adopted by the majority of the Board of Directors of Sun Lakes Villas Homeowners Association No. 46A, Inc. at their organization and Board meeting held on February 19, 2018.



Susan Carew, Secretary

2/19/2018

Date

**AMENDMENT TO
AMENDED AND RESTATED BYLAWS
OF
SUN LAKES VILLAS ASSOCIATION NO. 46A, INC.
(Re: Election By Acclamation)**

WHEREAS, ARTICLE VII, of the Amended and Restated Bylaws of Sun Lakes Villas Association No. 46A, Inc., Sun Lakes, adopted by the Board of Directors on December 18, 2007 ("Bylaws") provides that the Bylaws "may be amended by the affirmative vote of a majority of the Board of Directors"; and

WHEREAS, the Board of Directors voted and approved this Amendment to the Bylaws by affirmative vote of a majority of the Board of Directors in a regular held meeting on FEB 13th, 2012;

NOW THEREFORE, The Bylaws are hereby amended as of the aforementioned date to add the following as a separate paragraph at the end of Articles V, Section 4 of the Bylaws.

Notwithstanding anything to the contrary in this Section, or in these Bylaws, whenever the number of Members running for Board vacancies equals or is less than the number of such vacancies, in lieu of holding an election, the candidate (s) be elected by acclamation. At the Board's regularly scheduled meeting that follows the close of nominations, the Board will announce the results of the acclamation to all Members.

Certificate of Adoption

The undersigned Secretary of the Association does hereby certify that the Foregoing Amendment to the Bylaws was adopted by the Board of Directors and is effective as of the referenced herein above.


Secretary

**AMENDMENT TO
AMENDED AND RESTATED BYLAWS
OF
SUN LAKES VILLAS ASSOCIATION NO. 46A, INC.
(Re: Board & Annual Homeowners Meetings)**

WHEREAS, ARTICLE VII, of the Amended and Restated Bylaws of Sun Lakes Villas Association No. 46A, Inc., Sun Lakes, adopted by the Board of Directors on December 18, 2007 "Bylaws") provides that the Bylaws "may be amended by the affirmative vote of a majority of the Board of Directors"; and

WHEREAS, the Board of Directors voted and approved this Amendment to the Bylaws by affirmative vote of a majority of the Board of Directors in a regular held meeting on APRIL 10, 2012;

NOW THEREFORE, The Bylaws are hereby amended as of the aforementioned date to change the following: Article II, Section 2, of the Bylaws.

Change the first, second and third paragraphs to read: Meetings of Members and The Board of Directors shall be held at a convenient time and place as designated by the Board of Directors. Annual Meeting of the owners shall be held on the second Tuesday in January in each year at a time and place designated by the Board of Directors.

Certificate of Adoption

The undersigned Secretary of the Association does hereby certify that the Foregoing Amendment to the Bylaws was adopted by the Board of Directors and is effective as of the referenced herein above.


Secretary

**AMENDMENT TO
AMENDED AND RESTATED BYLAWS**

OF

**SUN LAKES VILLAS ASSOCIATION NO. 46A, INC.
(Amendment 2 to Article II, Section 2
Board & Annual Homeowners Meetings)**

WHEREAS, ARTICLE VII of the Amended and Restated Bylaws of Sun Lakes Villas Association No. 46A, Inc., Sun Lakes, adopted by the Board of Directors on December 18, 2007 ("Bylaws") provides that the Bylaws "may be amended by the affirmative vote of a majority of the Board of Directors", and

WHEREAS, the Board of Directors voted and approved this Amendment to the Bylaws by affirmative vote of a majority of the Board of Directors in a regularly held meeting on December 12, 2017;

NOW THEREFORE, The bylaws are hereby amended as of the aforementioned date to change the following Article II, Section 2, of the Bylaws to reflect the change in the timing of the Annual Meeting of owners:

Change the third paragraphs to read: Annual Meeting of the owners shall be held in March each year at a time and place designated by the Board of Directors.

Certificate of Adoption

The undersigned Secretary of the Association does hereby certify that the foregoing Amendment to the Bylaws was adopted by the Board of Directors and is effective as of the referenced herein above.



Susan Carew, Secretary

12/12/2017

Date

**AMENDMENT TO
AMENDED AND RESTATED BYLAWS**

OF

**SUN LAKES VILLAS ASSOCIATION NO. 46A, INC.
(Amendment 1 to Article III, Section 10
Board of Directors Adjournment)**

WHEREAS, ARTICLE VII of the Amended and Restated Bylaws of Sun Lakes Villas Association No. 46A, Inc., Sun Lakes, adopted by the Board of Directors on December 18, 2007 ("Bylaws") provides that the Bylaws "may be amended by the affirmative vote of a majority of the Board of Directors", and

WHEREAS, the Board of Directors voted and approved this Amendment to the Bylaws by affirmative vote of a majority of the Board of Directors in a regularly held meeting on December 12, 2017;

NOW THEREFORE, The bylaws are hereby amended as of the aforementioned date to change the following Article III, Section 10, of the Bylaws to remove the reference to 30 days since Board of Directors meetings are no longer held on a monthly basis.

Section 10. Adjournment The Board of Directors may adjourn any meeting from day to day or for such other times as may be prudent or necessary in the interest of the Corporation.

Certificate of Adoption

The undersigned Secretary of the Association does hereby certify that the foregoing Amendment to the Bylaws was adopted by the Board of Directors and is effective as of the referenced herein above.



Susan Carew, Secretary

12/12/2017

Date

