

## BYLAWS

### OF

## WEST VILLAGE ESTATES HOMEOWNERS ASSOCIATION, INC.

An Arizona Nonprofit Corporation

### ARTICLE I OFFICES

The principal office of the Corporation shall be in Flagstaff, Arizona. The Corporation may also have offices at such other places both within and without the State of Arizona as the Board of Directors may from time to time determine or the business of the Corporation may require.

### ARTICLE II DEFINITIONS

Any capitalized term not defined herein shall have the same meaning as that which appears in the Declaration, or defined below. Where any term is not defined herein or conflicts with the Declaration, the Declaration shall control.

1. "Association" shall mean and refer to the West Village Estates Homeowners Association, Inc., an Arizona nonprofit corporation, its successors and assigns.
2. "Declarant" shall mean and refer to West Village Estates, L.L.C., an Arizona limited liability company, its successors and assigns.
3. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions for West Village Estates recorded on March 15, 2001 at instrument no. 3083868, records of Coconino County, Arizona, as amended and/or restated from time to time. Unless otherwise specified, capitalized terms used herein shall have the same definition prescribed in the Declaration.

### ARTICLE III SELECTION OF DIRECTORS

Section 1. Nomination. Subject to the Declarant's rights under the Declaration, nominations for election as a Director may be made by a nominating committee, by incumbent Directors or by Owners, as determined by the Board. The nominating committee, if any, shall be appointed by the Board of Directors. The nominating committee shall make as many nominees 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. Owners may nominate Directors by submitting such a nomination in writing to the Secretary of the Association. Nominations may be made from among Owners only.

Section 2. Selection. Subject to the reserved rights of the Declarant in the Declaration, at each meeting at which Directors are to be elected, the Directors shall be elected by a majority vote of the Owners voting in the manner specified in the Articles of Incorporation of this Association.

Section 3. Compensation. No Director shall receive compensation for any service he or she may render to the Association except as provided in the Declaration. However, any Director may be reimbursed for his actual expenses incurred in the performance of his duties.

#### ARTICLE IV MEETING OF OWNERS

Section 1. Meetings. The Owners shall meet at such times as shall be designated by the Directors or as is required by law.

Section 2. Notice of Meetings. Written notice of any meeting of the Owners called shall be given by, or at the direction of, the Secretary by mailing a copy of such notice, postage prepaid, at least two (2) days before such meeting to each Owner entitled to vote thereat, addressed at the Owner's address last appearing on the books of the Association, or supplied by such Owner to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and the purpose of the meeting.

Section 3. Quorum. The presence at the meeting of Owners entitled to cast, or of proxies entitled to cast, at least one-half of the votes of each class of members, 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 Owners entitled to vote thereat shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting.

Section 4. Proxies. At all meetings of Owners, each Owner may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the Owner of his or her Lot.

#### ARTICLE V MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held without notice, at such time and place as may be fixed from time to time by resolution of the Board. Should such 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 Director, after not less than two (2) days' notice to each Director by phone, mail or facsimile.

Section 3. Quorum and Minutes. 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. At each meeting, a Director shall be selected by the Board to keep the minutes of the meeting.

Section 4. 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 two-thirds of the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

Section 5. Chairman of the Board. The Chairman of the Board, if one shall have been appointed and be serving, shall preside at all meetings of the Board of Directors and shall perform such other duties as may be from time to time assigned to him or her.

## ARTICLE VI POWERS AND DUTIES OF THE BOARD OF DIRECTORS

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

(a) Adopt and publish rules and regulations governing the use of the Property and easements benefiting the Property, and to establish penalties for the infraction thereof;

(b) Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation or the Declaration, including, without limitation, granting and obtaining easements as necessary;

(c) Declare the office of a member of the Board of Directors to be vacant in the event such Director shall be absent from three (3) consecutive regular meetings of the Board of Directors; and

(d) Employ a manager, an independent contractor or such other employees or consultants, as they deem necessary, and to prescribe their duties.

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

(a) Cause to be kept a complete record of all its acts and corporate affairs;

(b) Supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;

(c) As more fully provided in the Declaration, to:

(1) Establish a budget and fix Assessments;

(2) Foreclose the lien against any property for which Assessments are not paid after due date or to bring an action at law against the Owner personally obligated to pay the same, or both;

(d) Issue, or 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;

(e) Procure and maintain adequate liability and hazard insurance on property or easements rights owned by the Association;

(f) Cause the Common Areas to be reasonably maintained.

## ARTICLE VII OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Association shall be a president, secretary and treasurer, and such other officers as the Board may from time to time by resolution create. Officers need not be members of the Board of Directors.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors each year.

Section 3. Term. The officers of this Association shall be elected annually by the Board, and each shall hold office for one (1) year, unless he shall sooner resign or 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, 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 he or she replaces.

Section 7. Multiple Offices. 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. The Duties of the officers are as follows:

8.1. 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 leases, mortgages, deeds, conveyances, and other written instruments and may sign all checks and promissory notes.

8.2. Secretary. The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Owners and, when a Director is not selected to do so, keep the minutes of all meetings and proceedings of the Board. The secretary shall also keep the corporate seal of the Association, if any, and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the Owners when it is necessary to do so; keep appropriate current records showing the Owners of the Association together with their address, and shall perform such other duties as required by the Board.

8.3. Treasurer. The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by the Board of Directors; may sign all checks and promissory notes of the Association; keep proper books of account; and shall prepare an annual budget and a statement of income and expenditures which may be presented to the membership at its regular annual meetings.

**ARTICLE VIII  
COMMITTEES**

The Board may appoint a nominating committee, as provided in these Bylaws. In addition, the Board of Directors may appoint other committees as deemed appropriate in carrying out its purposes.

**ARTICLE IX  
BOOKS AND RECORDS**

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any Owner upon at least three (3) days' prior written notice. The Declaration, the Articles of Incorporation and the Bylaws of the Association shall be available for inspection by any Owner at the principal office of the Association where copies may be purchased at a reasonable cost.

**ARTICLE X  
ASSESSMENTS**

As more fully provided in the Declaration, each Owner is obligated to pay to the Association Assessments which are secured by a continuing lien upon the property against which the assessments are made. Any Assessments which are not paid when due shall be delinquent. If the Assessment is not paid within forty five (45) days after the due date, the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and action shall be added to the amount of such Assessments. No Owner may waive or

otherwise escape liability for the Assessments provided for herein by non-use of the Common Areas or abandonment of his or her Lot.

## ARTICLE XI AMENDMENTS

Section 1. These Bylaws may be amended, at a regular or special meeting of the Board of Directors, by a vote of a majority of a quorum of Directors present in person or by proxy.

Section 2. 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.

## ARTICLE XII LIMITATIONS ON ASSOCIATION ACTIVITIES

The Association initially will act as a "Homeowners Association" within the meaning of §528 of the Internal Revenue Code of 1954, as amended, such that, notwithstanding any other provisions herein to the contrary, this corporation shall not engage in any activities which may result in the revocation of its status as such an association and no part of the net earnings of this corporation shall inure (other than by acquiring, constructing or providing management, maintenance and care of the property of the corporation, and than by rebate of excess membership dues, fees or assessments) to the benefit of any Member, Owner, Director or other individual. If the Board of Directors determines that the above limitations are no longer advantageous, it may at any time, subject to applicable legal restrictions on doing so, adopt by a majority vote a resolution voiding the above restrictions on Association activities.

## ARTICLE XIII CONDUCT OF DIRECTORS AND OFFICERS

Section 1. Directors. A director is not liable for any action taken as a director or any failure to take any action if the director's duties were performed in good faith and with ordinary care. In any suit or other proceeding naming a director, the director has all of the defenses and presumptions ordinarily available to a director. A director is presumed in all cases to have acted, failed to act or otherwise discharged such director's duties in good faith and with ordinary care. The burden is on the party challenging a director's action, failure to act or other discharge of duties to establish by clear and convincing evidence facts rebutting the presumption. A director shall not be deemed to be a trustee with respect to the Corporation or with respect to any property held or administered by the Corporation, including property that may be subject to restrictions imposed by the donor or transferor of that property.

Section 2. Officers. An officer is not liable for any action taken as an officer or any failure to take any action if the officer's duties were performed in good faith and with ordinary care. In any suit or other proceeding naming an officer, the officer has all of the defenses and presumptions ordinarily available to an officer. An officer is presumed in all cases to have acted, failed to act or otherwise discharged such officer's duties in good faith and with ordinary care. The burden is on

the party challenging an officer's action, failure to act or other discharge of duties to establish by clear and convincing evidence facts rebutting the presumption. An officer shall not be deemed to be a trustee with respect to the Corporation or with respect to any property held or administered by the Corporation, including property that may be subject to restrictions imposed by the donor or transferor of that property.

Section 3. Indemnification. The Corporation shall indemnify directors and officers to the full extent permitted under Arizona law as set forth in the Articles of Incorporation.

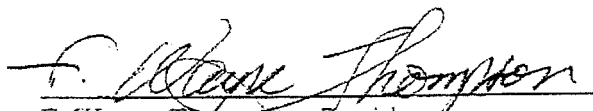
#### ARTICLE XIV MISCELLANEOUS

The fiscal year of the Association shall begin on the first (1st) day of the January and end on the thirty-first (31st) day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

#### CERTIFICATION OF BYLAWS

The undersigned certifies that he is the President of the Association, and as such certifies that the preceding is a true, accurate and complete set of Bylaws of said Corporation, as duly adopted by the Board of Directors of said Corporation by unanimous consent.

DATED this 1<sup>st</sup> day of June, 2001.

  
F. Wayne Thompson, President