

BYLAWS
OF
COLONY BILTMORE-GREENS HOMEOWNERS' ASSOCIATION, INC.

ARTICLE I
NAME AND LOCATION

The name of the corporation is COLONY BILTMORE-GREENS HOMEOWNERS' ASSOCIATION, INC., hereinafter referred to as the "Association". The principal office of the corporation shall be located at 16625 S. Desert Foothills Parkway, Phoenix, AZ 85048, but meetings of members and directors may be held at such places within Maricopa County, Arizona, as may be designated by the Board of Directors.

ARTICLE II
MEETING OF MEMBERS

Section 1. Annual Meeting. The Annual meeting of the members shall be held each year on the first Saturday in December.

Section 2. Special Meetings. Special Meetings of the members may be called at any time by the President or by a majority of the Board of Directors, or upon written request signed by one-fourth (1/4) of the members of either class.

Section 3. Electronic Meetings. The Board of Directors may, in its sole discretion, determine that any meeting of the members shall not be held at any place, but may instead be held solely by means of remote communication. Participation in such meeting held by remote communication shall constitute presence in person at the meeting for all purposes, including quorum and voting. Member attendance shall be documented by an officer assigned to the task or other person designated. The meeting minutes must be signed by the Secretary or other officer present.

Section 4. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, not less than ten (10) days, but not more than fifty (50) days, before such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice.

Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 5. Quorum. At the Annual Meeting or a special meeting of the members at which voting is occurring, a quorum will be twenty-five percent (25%) of those Owners eligible to vote in person, by mail in or electronic ballot, except as otherwise provided in the CC&Rs, Articles or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or be represented.

Section 6. Voting. When Directors are to be elected or any other matter is submitted to a vote of the members, such vote may be conducted in such a manner as the Board of Directors shall determine, including ballots sent via mail, email, electronic voting, or a combination of these methods.

ARTICLE III
BOARD OF DIRECTORS; SELECTION; TERM OF OFFICE

Section 1. Number. The Affairs of the Association shall be managed by a Board of from five (5) to seven (7) directors as determined by the then current Board of Directors prior to the annual election.

Section 2. Term of Office. Commencing with the first annual meeting of the Members held after this amendment is duly adopted, the directors' terms shall be staggered as follows: a five person Board shall consist of three (3) two- (2) year terms, and two (2) one- (1) year terms; a seven person Board shall consist of four (4) two- (2) year terms, and three (3) one (1) year terms. Thereafter, Directors elected by the Members shall serve two (2) year terms. Terms shall end when the new officers are elected at the first meeting in the next calendar year. Any increase in the number of Board members prior to an election must provide sufficient time to allow the Members to vote on any additional candidates.

Section 3. Removal. Directors may be removed from office at any regular or special meeting, pursuant to Arizona law, which outlines the following procedure:

- A. **Petition for Removal of Director Requirements:** A petition must be presented to the board for removal of a Director that is signed by the number of persons

- who are entitled to cast at least 25% of the votes in the association;
- B. **Special Meeting**: The special meeting shall be noticed and held within 30 days after receipt of the petition for removal. The notice of this special meeting must be given to the Members at least ten (10) days prior to the meeting;
 - C. **Quorum**: A quorum for the removal meeting purpose is met if at least 20% of the votes are present at the meeting in person or as otherwise permitted by law;
 - D. **Percentage Required to Remove Director**: A member of the board can be removed from office with or without cause by a majority vote of the members entitled to vote and voting on the matter at a meeting of the members called for the removal purpose. A quorum must be present;
 - E. **Retention of Documents**: The board must retain documents related to proposed removal for at least one year after the special meeting and shall permit inspection of these records by members;
 - F. **Only One Removal Attempt Per Term**: A petition for removal of the same member of the board shall not be submitted more than once during each term of office for that member.

Section 4. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the vote of a majority of the remaining Directors though less than a quorum of the Board of Directors. Board vacancies due only to death, resignation or disqualification will be filled by the Board, and the replacements will only serve until the next election.

Section 5. Compensation. Directors and Officers as such shall receive no compensation for their services. However, any Director may be reimbursed for expenses incurred in the performance of his or her duties.

ARTICLE IV MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall as necessary to conduct association business, with ten (10) days' notice to the Membership, whenever possible. Notice to Members of meetings of the Board of Directors is not required if emergency circumstances require action by the Board before notice can be given. Any such action will be reviewed at the next regular Board meeting and entered into the minutes of the meeting.

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 two directors, after not less than three (3) days' notice to each director. Notice of a special meeting may be waived in writing by all directors.

Section 3. Quorum. A majority of the 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.

Section 4. Emergency Meetings. An emergency meeting of the Board of Directors may be called to discuss business or take action that cannot be delayed until the next regularly scheduled board meeting. The Board may only act on emergency matters at the emergency meeting. The minutes of the emergency meeting shall state the reason necessitating the emergency meeting. The minutes of the emergency meeting shall be read and approved at the next regularly scheduled meeting of the Board of Directors.

Section 5. Executive Sessions. The Board of Directors may meet in a closed session to discuss the following, or as authorized by A.R.S. Section 33-1804:

- A. Legal advice from an attorney for the board or the association. On final resolution of any matter for which the board received legal advice or that concerned pending or contemplated litigation, the board may disclose information about that matter in an open meeting except for matters that are required to remain confidential by the terms of a settlement agreement or judgment.
- B. Pending or contemplated litigation.
- C. Personal, health or financial information about an individual member of the association, an individual employee of the association or an individual employee of a contractor for the association, including records of the association directly related to the personal, health or financial information about an individual member of the association, an individual employee of the association or an individual employee of a contractor for the association.
- D. Matters 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.
- E. Discussion of a member's appeal of any violation cited or penalty imposed by the association except on request of the affected member that the meeting be held in an open session.

ARTICLE V
POWERS AND DUTIES OF THE BOARD OF DIRECTORS

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

- (a) In compliance with the CC&Rs, adopt and publish rules and regulations governing the use of the common area and facilities and the personal conduct of the members and their guests thereon and to establish penalties of the infraction thereof;
- (b) Make and contract for the repairs, additions, and improvements to or alterations to the Common Area in accordance with the CC&Rs and these Bylaws;
- (c) Suspend the voting rights of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed 60 days for infraction of published rules and regulations;
- (d) Exercise for the Association all powers, duties and authority vested in or delegated to the Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation, or the CC&Rs;
- (e) Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the board of directors; and
- (f) Employ a manager, independent contractor, or such other employees as they deem necessary and to prescribe their duties.
- (g) Adopt, amend and rescind Bylaws for the Association after a 30-day notification to all owners and publishing changes on the website for comment.

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 and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is requested in writing by any member entitled to vote.
- (b) supervise all officers, agents and employees of the Association and see that their duties are properly performed;
- (c) as more fully provided in the CC&Rs, to:

- (1) fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period;
 - (2) send written notice of each assessment to every owner subject thereto; and
 - (3) record a notice and claim of lien against any property for which assessments are not paid, and foreclose the same within a reasonable time and bring an action at law against the owner personally obligated to pay the same.
- (d) issue, or cause an appropriate officer to issue upon demand to 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 owned by the Association;
- (f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate; and
- (g) cause the common area to be maintained.

ARTICLE VI
OFFICERS AND THEIR DUTIES

Section 1. **Enumeration of Officers.** The officers of this Association shall be a President and Vice-President, who shall at all times be members of the Board of Directors, a Secretary, and a Treasurer, and such other offices as the Board may from time to time by resolution create.

Section 2. **Election of Officers.** An organizational meeting to elect the officers shall be held as soon after the annual meeting as is practical, but in no event more than fifteen (15) days after the annual meeting. The Secretary or community manager shall handle the call for nominations of officers at the organizational meeting.

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 or she shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time 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, 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 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 6. Multiple Offices. The offices of President and Secretary may not be held simultaneously by the same person. One person may simultaneously hold more than one of any of the other offices, including special offices created pursuant to Section 4 of this Article.

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

President

- (a) 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 and other written instruments and shall co-sign all checks and promissory notes.

Vice-President

- (b) The Vice-President shall act in the place and stead of the President in the event of his or her absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him or her by the Board.

Secretary

- (c) The Secretary shall cause to be recorded the votes and the minutes of all meetings and proceedings of the Board and of the members; cause to be noticed of meetings of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board.

Treasurer

- (d) The Treasurer shall cause to be received and deposited in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall 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 to be presented to the membership at its regular annual meeting, and deliver a copy of each to the members.

ARTICLE VII
COMMITTEES

The Board shall appoint an Architectural Committee and a Financial Oversight Committee as provided in the CC&Rs. The Board of Directors may appoint other committees deemed appropriate in carrying out its purpose. The decisions of all committees are appealable to the Board within 30 days of mailing of the decision to the Owner (postmark or email date).

ARTICLE VIII
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 member. The CC&Rs, the Articles of Incorporation and the Bylaws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at reasonable cost. The CC&Rs, Articles and Bylaws shall be posted on the Association's website.

ARTICLE IX
AMENDMENTS

Section 1. These Bylaws may be amended, at a regular or special meeting of the Board of Directors called for that purpose, by a vote of a majority of the votes entitled to be cast by the directors present, after the proposed Bylaws have been published on the Association's website for discussion at least 30 days prior.

Section 2.

The order of primacy for Association documents in case of any conflicts between them is as follows:

- CC &Rs (Declaration)
- Articles of Incorporation
- Bylaws
- Rules and Guidelines

ARTICLE X
FISCAL YEAR

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

CERTIFICATION

I hereby certify that the foregoing Bylaws were adopted by the Board of Directors of the Association at a properly-noticed meeting called for that purpose on the 24 day of January, 2023.


Secretary