

## BYLAWS

### ROCKRIDGE WEST HOMEOWNERS' ASSOCIATION, INC. (An Arizona Nonprofit Corporation)

#### ARTICLE 1: OFFICES

The principal office of the corporation in the State of Arizona shall be initially located at 323 S River Run Road, Suite 1, Flagstaff, Arizona, 86001.

#### ARTICLE 2: PURPOSE, DEFINITIONS, & POWERS

(a) In amplification of the purpose for which the corporation has been formed, as set forth in the Articles of Incorporation (effective August 13, 2009), the Association has the purpose of promptly and properly maintaining, repairing, and replacing the Drainage Tract and other commonly-owned subdivision property, and shall have the power to assess the Owners of Lots the actual costs and expenses of doing so.

(b) Definitions:

- a. "ASSOCIATION" shall mean and refer to Rockridge West Homeowners' Association, Inc, an Arizona corporation, its successors, and assigns.
- b. "COMMON FACILITIES" shall include all subdivision property held in common ownership including, but not limited to, the Drainage Tract, easements, common walls, and common landscaping.
- c. All definitions in the Declaration of Covenants, Conditions, and Restrictions for the Rockridge West subdivision (hereinafter called the "CCRs") are incorporated in these bylaws.

(c) Powers: The Association shall have the power to:

1. Maintain, repair, landscape, and otherwise manage the Drainage Tract and other Common Facilities.
2. Purchase and maintain policies of public liability and hazard insurance with respect to the common facilities.
3. Pay all *ad valorem* real property taxes and all special improvement or other assessments levied and assessed against the Common Facilities.

4. Employ such personnel as may be deemed necessary by the Association for the maintenance, repair, and replacement of the Common Facilities.
5. As hereinafter provided, collect and enforce all regular and special assessments against the Owners of Lots in the subdivision.
6. Indemnify the directors, officers, employees, and agents of the Association, including former directors, officers, employees, and agents to the full extent provided by Title 10, Arizona Revised Statutes.
7. Perform all acts that can lawfully be performed by a corporation and are not inconsistent with the Articles of Incorporation for the Rockridge West Homeowners Association, Inc., the CCRs, or the provisions of Chapter 9, Title 33, Arizona Revised Statutes.

### **ARTICLE 3: MEMBERS**

- (a) Class of Members. The corporation shall have one (1) class of members.
- (b) Membership. Each and every Owner of Lots, in accepting a deed or contract for any part of the property, agrees to and shall be a member of the Association and be subject to the Association's duly enacted Articles of Incorporation, Bylaws, and CCRs. Membership in the Association shall be appurtenant to and may not be separated from ownership of any lot.
- (c) Voting. Each Owner of a Lot shall be entitled to one (1) vote per unit on all matters requiring or allowing a vote of the members of the Association.
- (d) Multiple Ownership. In the event any lot is owned by more than one (1) person, the owners shall collectively be considered as a single member of the Association and shall be entitled to only one (1) vote, subject to the provisions of ARS 33-1250, as amended from time to time.

### **ARTICLE 4: MEETINGS OF ASSOCIATION MEMBERS**

- (a) Annual Meeting. An annual meeting of the members for the purpose of conducting Association business, hearing reports from the Board of Directors and standing committees, and election of directors and Architectural Committee members shall be held in the County of Coconino, State of Arizona each July or such other date as may be determined by the Board of Directors, at a time and place to be fixed by the directors.
- (b) Special Meetings. In addition to the annual meetings, special membership meetings may be called by the Board of Directors or by a group of any three (3) members. A special meeting of the members must be called within twenty (20)

days by the president of the board, if requested by the Board of Directors or requested in writing by three (3) Association members.

- (c) Notice of Meetings. Notice stating the place, day, and hour of any membership meeting shall be provided to each Owner of Lots not less than fourteen (14) days or more than sixty (60) days prior to the proposed date of such meeting.
- (d) Quorum/Majority. Owners whose lots constitute more than seventeen (17) of all lots within the subdivision are necessary to establish a quorum/majority for the transaction of business at any meeting of the members. If less than a quorum is present at said meeting, the Board of Directors may adjourn the meeting from time to time and without further notice. If a quorum is not present at a meeting, issues requiring a vote of Association members may be conducted by mail-in absentee ballots. Once a quorum/majority is established, either by mail or at a meeting, a simple majority of votes is required for passage.
- (e) Voting Options. Any Association member entitled to vote at any meeting may do so in person at the meeting or by absentee ballot. Association votes allocated to Owners of Lots may not be cast pursuant to a proxy.

## **ARTICLE 5: BOARD OF DIRECTORS**

- (a) General Powers. The affairs of the corporation shall be managed by a Board of Directors consisting of the directors as hereinafter set forth.
- (b) Election. The directors shall be elected for the term hereinafter set forth by a majority of the members. Such election shall be held at the annual meeting set forth in Article 4.
- (c) Number, Tenure, and Qualifications. The number of directors shall be three (3), all of whom shall be elected annually and all of whom shall be Owners of Lots or members of the Single Family residing thereon. Each Lot Owner shall have one vote for each director position to be filled. Each director shall hold office from the date of the meeting at which he/she is elected until his/her successor has been elected and qualified.
- (d) Regular Meetings. The Board of Directors shall meet regularly – at least once a year – at a time and place it shall select.
- (e) Special Meetings. A special meeting of the Board of Directors may be called by or at the request of the president or of any member of the board.
- (f) Notices. Notice of any special meeting of the Board of Directors shall be given at least fourteen (14) days but not more than sixty (60) days prior to the proposed date of the meeting by written notice delivered personally or sent by mail to each member of the Board of Directors or the board may waive notice of any meeting.

- (g) Quorum. A majority of the Board of Directors (at least two members) shall constitute a quorum for the transaction of business at any board meeting. If less than two board members are present at said meeting, the member of the board present will adjourn the meeting without further notice.
- (h) Manner of Acting. The act of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.
- (i) Vacancies. Any vacancy in the Board of Directors or in the officers of the Association caused by the death, resignation, removal, or other disqualification of a director or an officer may be filled by a majority vote of the remaining directors by the election of some other Association member who shall then fill the vacated position for the remainder of the unexpired term.
- (j) Maximum Debts. No expenditure of corporation funds in excess of five-hundred dollars (\$500) for any one bill shall be approved or authorized without majority approval of the Board of Directors.

#### **ARTICLE 6: OFFICERS**

- (a) Officers. The officers of the Association shall be a president, vice president, and secretary/treasurer.
- (b) Qualifications and Methods of Election. Immediately following the election of the new Board of Directors by the Association members at the annual meeting, the three new directors selected will determine among themselves who will fill the positions of president, vice president, and secretary/treasurer for the upcoming year.
- (c) President. The president shall preside at all meetings of the Association and the Board of Directors at which he/she is present, shall exercise general supervision of the finances, affairs, and activities of the Association, shall serve as a member *ex officio* on all standing committees and the Architectural Committee, and shall execute all properly approved amendments to the CCRs.
- (d) Vice President. The vice president shall assume the duties of the president during his absence.
- (e) Secretary/Treasurer. The secretary/treasurer shall keep the minutes of all meetings of the Association and Board of Directors – which shall be an accurate and official record of all business transacted – and shall be responsible for the custody of such records during his/her term. This position shall work with the other board members and the selected property management company in reviewing financial activities and authorizing the pay out of Association funds.

- (f) Property Management Company. The Association may select a property management firm to work in conjunction with the Board of Directors in keeping custody of corporate records, collecting assessments, overseeing financial matters, and fulfilling the obligations and objectives of the CCRs.

## **ARTICLE 7: STANDING COMMITTEES**

- (a) The Board of Directors shall have the power to organize committees – other than the Architectural Committee – as required to carry on the purpose of the Association.
- (b) Architectural Committee. As mandated by and described in the CCRs, an Architectural Committee shall be elected annually by the Association members for the general purpose of maintaining a high standard of architectural design and general construction and landscaping compatibility within the subdivision in such a manner as to enhance the area’s aesthetic desirability.

## **ARTICLE 8: ASSESSMENTS**

- (a) Assessments. To provide funds for the performance of its obligations and services, the Association may impose assessments as set forth in Section 2.6 (b) of the CCRs and Chapter 9, Title 33, Arizona Revised Statutes.
- (b) Setting Assessment. The Board of Directors, from time to time, will prepare a budget setting the expected expenditures – including a reserve for the replacement, repair, or improvement of the Common Facilities – and assessments required to meet these anticipated financial obligations. The Association members shall vote on assessment amounts at the annual meeting, as necessary. If at the annual meeting no assessment action is proposed or approved, after the first thirty (30) days following the annual meeting the assessment for such year will be the same amount as for the prior year.
- (c) Special Assessment. The Board of Directors may, from time to time, present at a special meeting of Association members a proposal for a special assessment, setting forth the reasons necessary for such assessment. The membership shall vote on such assessment at the annual meeting of the Association.
- (d) Enforcement. Owners of Lots who are delinquent in paying their assessments or are in violation of any rules and regulations as set forth in the CCRs shall be subject to possible interest payments, property lien, or other enforcement penalties as described in the CCRs sections 2.6 (b) and 6.1.

**ARTICLE 9: SUPPLEMENTAL PROVISIONS; CONFLICTS**

- (a) Supplemental Provision. Unless conflicting rules, regulations, or procedures are expressly set forth in the CCRs, the Articles of Incorporation, or these Bylaws, the provisions of Chapter 9, Title 33, Arizona Revised Statutes concerning rules, regulations, procedures, and administrative operations shall be considered to be supplemental rules, regulations, and procedures for the administrative operations of the Rockridge West Homeowners' Association, Inc.
- (b) Conflicts. Any conflict between the provisions of these Bylaws, the provisions of the CCRs, the provisions of Chapter 9, Title 33, Arizona revised Statutes shall be resolved in the following priority:
  1. Mandatory Provisions of Chapter 9, Title 33, Arizona Revised Statutes.
  2. CCRs.
  3. Bylaws of Rockridge West Homeowners' Association, Inc.
  4. Optional Provisions of Chapter 9, Title 33, Arizona Revised Statutes.

**ARTICLE 10: FISCAL YEAR**

The fiscal year of the corporation shall end each December 31.

**ARTICLE 11: AMENDMENTS**

- (a) Amendments to these Bylaws shall be made as provided by law.
- (b) The Board of Directors shall present any resolution to alter, amend, or repeal any bylaw to the membership at the annual meeting or at a special meeting called for such purpose. Such changes shall be deemed approved upon a simple majority vote of the Association members.

DATED this 7<sup>TH</sup> day of OCTOBER, 2009, as approved by the Board of Directors of the corporation on this date.

Bill Johnston  
Bill Johnston, President

The undersigned hereby certifies that:

1. I am the duly elected and acting secretary/treasurer of the Rockridge West Homeowners' Association, Inc., a corporation duly organized and existing under the laws of the State of Arizona.
2. The foregoing bylaws constitute the Bylaws of the Association as duly adopted at the first meeting of the Board of Directors of the corporation duly held on October 7, 2009.

IN WITNESS WHEREOF, I do hereto subscribe my name and the seal of the corporation on October 7, 2009.

Martha Pahler

Martha Pahler, Secretary/Treasurer

STATE OF ARIZONA        }  
  }  
County of Coconino       }

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On this \_\_\_\_\_ day of \_\_\_\_\_, 2009, before me, the undersigned notary public, personally appeared \_\_\_\_\_ of Rockridge West Homeowners' Association, Inc., an Arizona corporation, known to me to be the person whose name is subscribed to the within instrument and acknowledged that he/she executed the same for the purpose therein contained.

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

\_\_\_\_\_  
Notary Public

STATE OF ARIZONA        }  
  }  
County of Coconino       }

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\_\_\_\_\_  
Notary Public