

**BYLAWS
OF
FOUR HILLS RANCH PROPERTY OWNERS ASSOCIATION**

ARTICLE I

The principal office of the corporation in the State of Arizona shall be located in Prescott, County of Yavapai. The corporation may have such other offices, either within or without the State of Arizona, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

ARTICLE II

MEMBERS' MEETINGS AND VOTING

SECTION 1. **Notice of Meetings.** The Association shall notify members of the date, time and place of each annual, regular or special members' meeting at least ten days but not more than sixty days before the meeting date.

SECTION 2. **Quorum.** Members, present or represented by proxy, holding ten percent (10%) of the votes entitled to be cast, shall constitute a quorum EXCEPT in matters of amending the Covenants, Conditions and Restrictions, or establishing Special Assessments, both of which shall require twenty-five percent (25%) of the votes entitled to be cast.

SECTION 3. **Voting by ballot.** Action requiring a vote of the members may be taken without a meeting if the corporation delivers a written ballot to every member entitled to vote on the matter. A written ballot shall set forth each

proposed action and provide an opportunity to vote for or against each proposed action. The number of votes cast by ballot must equal or exceed the quorum required to be present at a meeting authorizing the action and the number of approvals must equal or exceed the number of votes that would be required to approve the matter at a meeting.

SECTION 4. **Proxies.** A member may vote the member's votes in person at a meeting or by proxy at a meeting by signing an appointment form appointing a proxy to vote or otherwise act for the member.

ARTICLE III

BOARD OF DIRECTORS

SECTION 1. **General Powers.** The affairs of the corporation shall be managed by its Board of Directors. Directors need not be residents of the State of Arizona.

SECTION 2. **Number, Tenure and Qualifications.** The number of Directors shall not be less than three (3), nor more than seven (7) Directors depending on the decision of the then acting Board of Directors. Each Director shall hold office until the next annual meeting and until his or her successor shall have been elected and qualified.

SECTION 3. **Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors. The person or

persons authorized to call special meetings of the Board may fix any place as the place for holding any special meeting of the Board called by them.

SECTION 4. **Notice.** Notice of any special meeting of the Board of Directors shall be given at least ten (10) days prior thereto by written notice delivered personally or sent by mail or telegram to each Director at his or her address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular annual meeting or any special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws, in the event they are amended.

SECTION 5. **Quorum.** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than a majority of the Directors are present at said meeting, a majority of the

Directors present may adjourn the meeting from time to time without further notice.

SECTION 6. **Manner of Acting.** The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

SECTION 7. **Vacancies.** Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

SECTION 8. **Compensation.** Directors shall not receive any stated salary or any form of payment for their services.

SECTION 9. **Informal Action by Directors.** Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

ARTICLE IV

OFFICERS

SECTION 1. **Officers.** The officers of the corporation shall be a President, a Vice President, a

Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this Article. Any two or more offices may be held by the same person, except the offices of President and Secretary.

SECTION 2. **Election and Term of Office.** The officers of the corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

SECTION 3. **Removal.** Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby.

SECTION 4. **Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 5. **President.** The President shall be the principal executive officer of the Association and shall in general supervise and control all of the business and affairs of the Association. He shall preside at all meetings of the members and of the Board of Directors. He may sign, with the

Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the corporation; and in general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 6. **Vice President.** In the absence of the President or in event of his inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

SECTION 7. **Treasurer.** If required by the Board or Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety as the Board of Directors shall determine. He or she shall have charge and custody of and be responsible for all funds of the Association; receive and give receipts for moneys due and payable to the Association; receive and give receipts for moneys due and payable to the Association from any source whatsoever, and

deposit all such moneys in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VI of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

SECTION 8. **Secretary.** The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and in general perform all duties, incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

ARTICLE V

COMMITTEES

SECTION 1. **Committees of Directors.** The Board of

Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of one (1) or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Association, except that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing by Bylaws; electing, appointing or removing any member of any such committee or any Director or officer of the Association; amending the Articles of Incorporation; restating articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another Association or corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Association; authorizing the voluntary dissolution of the Association or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Association; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment or any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director, of any responsibility imposed upon it by him or her by law.

SECTION 2. **Other Committees.** Other committees not

having and exercising the authority of the Board of Directors in the management of the Association may be appointed in such manner as may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the Association, and the President of the Association shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Association shall be served by such removal.

SECTION 3. **Term of Office.** Each member of a committee shall continue as such until the next annual meeting of the members of the Association and until his or her successor is appointed, unless the committee shall sooner be terminated, or unless such member be removed from such committee, or unless such member cease to qualify as a member thereof.

SECTION 4. **Chairman.** One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

SECTION 5. **Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 6. **Quorum.** Unless otherwise provided in the resolution of the Board of Directors designating a committee, a

majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

SECTION 7. **Rules.** Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE VI

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

SECTION 1. **Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

SECTION 2. **Checks, Drafts, etc.** All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issues in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or Vice President of the Association.

SECTION 3. **Deposits.** All funds of the Association

shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositaries as the Board of Directors may select.

ARTICLE VII

BUDGETS

A budget setting forth the "basic expenses" shall be prepared by the Board of Directors and distributed to members not less than thirty (30) days prior to the start of the calendar year. "Basic expenses" shall mean the estimate aggregate amount of expenses, as set forth in the budget, to be incurred by the Association during the calendar year to operate, administer, manage, maintain, improve, the roadways, along with gates, fences, and culverts involving such roadways and any common areas and water wells so designated as an Association function and to provide for reserves to ensure, when due, the cost of capital expenditures relating to any such purposes. In the event the Board of Directors at any time during the calendar year determines that the budget will be in excess of the amount needed to meet "basis expenses," the Board of Directors shall prepare an estimate of such excess and shall apply same to reduce the amount assessed for the next succeeding calendar year.

ARTICLE VIII

ANNUAL REPORT

The Board of Directors shall distribute to the Parcel Owners, within sixty (60) days after the calendar year end, an annual report consisting of a balance sheet, an operating statement, and such other documents as determined by the Board of Directors.

ARTICLE IX

RENTAL AND SALES

Rentals. When a Parcel Owner rents his or her property, he or she shall provide the renter with a copy of the Association's Bylaws and of the Declaration of Covenants, Conditions, and Restrictions and shall include in the rental agreement a provision that the renter shall abide by these documents. The Parcel Owner also shall supply a copy of the rental agreement to the Board of Directors.

Sales. When a lot is sold, the selling Parcel Owner, or his or her agent, shall supply the buyer with a copy of the Association's Bylaws, Articles of Incorporation, and of the Declaration of Covenants, Conditions, and Restrictions.

ARTICLE X

CONSTRUCTION

Nothing contained in these Bylaws shall in any way be construed as altering, amending, or modifying the Declaration

or Covenants, Conditions, and Restrictions (or any Amendments thereto). Such Declaration and these Bylaws shall always be construed to further the harmonious, beneficial, cooperative, and proper use and conduct of the property. If there is any inconsistency or conflict between these Bylaws and such Declaration, the provisions of the Declaration shall control. All words and terms used in these Bylaws which are also in the Declaration shall have the same meaning as provided for such words and terms in the Declaration.

ARTICLE XI

BOOKS AND RECORDS

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors and committees having any of the authority of the Board of Directors. All books and records of the Association may be inspected for any proper purpose at any reasonable time.

ARTICLE XIX

FISCAL YEAR

The fiscal year of the Association shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XIII

SEAL

The Board of Directors shall provide, a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Association and the words "Corporate Seal."

ARTICLE XIV

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Arizona Non-Profit Corporation Act or under the provisions of the Articles of incorporation or the Bylaws of the Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. A member's attendance at a meeting constitutes a Waiver of Notice unless at the beginning of the meeting the member objects to holding the meeting or transacting business at the meeting.

ARTICLE XV

AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended or repealed and new by-laws may be adopted by a majority of the Directors present at any regular annual meeting or at any special meeting, if at least two

days' written notice is given of intention to alter, amend or repeal or to adopt new Bylaws at such meeting.