

## BYLAWS OF

### PARKLINKS at SUPERSTITION SPRINGS HOMEOWNERS ASSOCIATION INC.

#### **ARTICLE 1**

The name of the corporation is PARKLINKS AT SUPERSTITION SPRINGS HOMEOWNER'S ASSOCIATION. INC., hereinafter referred to as the "Association". The location of the principal office of the Association shall be as provided in the Articles of Incorporation. Meetings of Members and Directors may be held at such places within the State of Arizona, County of MARICOPA as may be designated by the Board of Directors.

#### **ARTICLE II**

##### DEFINITIONS

The words and terms used herein shall be deemed to have the same meanings as are given those words and terms in that DECLARATION OF COVENANTS CONDITIONS AND RESTRICTIONS dated Nov 29. 1995 and recorded Dec 18. 1995 as Recording Number 95-0776161 in the office of the County Recorder of Maricopa County. Arizona (the Declaration) and as the same may be amended. The term Declarant shall refer to S.S.R- 14 Associates and AM 6 Associates, both Arizona Limited Partnership and the successors and assigns of Declarant's rights and powers under the Declaration.

#### **ARTICLE III**

##### MEETING OF MEMBERS

Section 1    Annual Meetings Annual meetings of the Members shall be held on a Saturday in March every year at 10:00 o'clock A M beginning in March of 1999, or earlier in the event that Declarant relinquishes its Class B votes, or at such other time or place as may be determined by the Board of Directors or by a 67% majority vote of the total eligible votes of the members.

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 of the Members who are entitled to vote two-thirds (2/3) of all of the eligible votes of the membership.

Section 3    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 nor 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 OT 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. No business shall be transacted at a special meeting except as stated on the notice, unless by consent of two-thirds (2/3) of the Members eligible votes present, either in person or by Proxy.

Section 4    Quorum The presence at the meeting of Members entitled to cast, or of proxies

entitled to cast, one-fourth (1/4) of the votes of each class of membership 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 Members entitled to vote thereat shall have power to adjourn the meeting from time to time, within thirty (30) days, without notice other than announcement at the meeting until a quorum as aforesaid shall be present or be represented.

Section 5 Proxies At all meetings of Members, each Member 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 Member of his Lot or Parcel. No proxy may be valid after twenty-five (25) months from the date of its execution.

## **ARTICLE IV**

### **BOARD OF DIRECTORS SELECTION and TERM OF OFFICE**

Section 1.Number. The affairs of this Association shall be managed by a Board of Directors. The Board shall have the exclusive right of determining the affairs of the Association. The Board shall consist of three (3) Directors. The Board initially shall consist of the (3) Directors designated in the Articles of the Association as executed on January 17, 1996 and filed on January 19, 1996.

Section 2 Term of Office The Directors designated in the Articles shall hold office until the election of Directors at the March 1999 Annual Meeting, which shall take place at the said meeting of Members, or until their successors are elected and qualified. At said meeting, the Members shall elect three (3) Directors for a term of two (2) years. At each annual meeting thereafter, the Members shall elect Directors to replace those Directors whose terms have expired and all such Directors shall be elected for a term of two (2) years. All Directors shall serve until their successors are elected and qualified. The length of terms may be modified by the Members but shall be not less than two years. The number of Directors shall remain at three (3). If a Directorship is filled by the Board between annual meetings, the newly elected Directors shall serve until the next annual meeting of the members.

Section 3 Removal and Vacancies Any Director may be removed from the Board, with or without cause by a majority vote of the eligible votes of the Association. In the event of the death, resignation or removal of a Director, his successor shall be selected by the remaining members of the Board and such successor shall serve for the unexpired term of the predecessor.

Section 4 Compensation No Director shall receive compensation for any service he may render to the Association in such capacity. However, any Director may be reimbursed for his actual expenses incurred in the performance of his duties as a Director and may receive a salary or wages if he is employed by the Association in a capacity in addition to serving as a Director.

Section 5 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 the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

## **ARTICLE V**

### **NOMINATION AND ELECTION OF DIRECTORS**

**Section 1**    **Nomination** Nomination for election to the Board of Directors shall be made by a Nominating Committee, by a Board Member, or by a member volunteering to be placed into nomination. All nominations must be made in writing to the Association President or secretary on or before Feb 15. Nominations may not be made from the floor at the annual meeting of the Members. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two (2) or more persons who are Members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the Members to serve from the close of such annual meeting until the close of the next annual meeting. Such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations 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. Such nominations may be made from among eligible Members in accordance with paragraph 3.2 of the Declaration of the C.C. & R's.

**Section 2**    **Election** Election to the Board of directors shall be by secret written ballots. Ballots and a brief nominee biography (if the nominee desires) will be sent to each homeowner. Ballots must be returned by March 11 so they can be counted and the election results announced at the annual HOA meeting. The person or persons receiving the largest number of votes shall be elected to the position or positions vacant.

## **ARTICLE VI**

### **MEETINGS OF DIRECTORS**

**Section 1**    **Regular Meetings subsequent to March 1999** Regular meetings of the Board of Directors shall be held quarterly without notice, at such place and hour as may be fixed from time to time by resolution of the Board. The first meeting of a newly elected Board shall be held within 10 days following the annual meeting of members. Should any meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next Saturday which is not a legal holiday.

**Section 2**    **Regular Meetings subsequent to March 1999** It is contemplated herein that the original five (5) Board Members will serve and constitute the Board of Directors until the March 1999 election. Meetings can be held by this initial Board by telephone or in person, and by any two (2) of the board members. Further, these meetings may be held without notice.

**Section 3**    **Special Meetings** Special meetings of the Board of Directors shall be held when called by the President of the Association or by any two (2) Directors after not less than three (3) days notice to each Director.

**Section 4**    **Waiver of Notice** Before or at any meeting of the Board any Director may 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 Board shall be a waiver of notice by him of the time and place thereof. If all Directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting.

Section 5    Quorum 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 an act of the Board.

## **ARTICLE VII**

### **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 Common Areas, the personal conduct of the Members and their guests thereon, and any other matters contemplated by the Declaration or Articles and to establish penalties for the infraction thereof;
- (b) suspend the voting rights and right to use of the Common Areas 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 (i) for a period not to exceed sixty (60) days for infraction of the Declaration of C.C. & R's as referenced on page one hereof. and (ii) for successive 60-day periods if any such infraction is not corrected during any prior 60-day suspension period;
- (c) 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 or the Declaration;
- (d) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from two (2) consecutive regular meetings of the Board of Directors; or in the event that said Director is delinquent in payment of dues;
- (e) employ a manager, independent contractors, or such other employees as they deem necessary and to prescribe the duties of such persons.

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

- (a) cause to be kept a record of all of the acts and 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 one half (1/2) of the eligible votes of the Association;
- (b) elect and remove the officers of the Association as hereinafter provided and to 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) estimate the amount of the annual budget and to fix the amount of the annual assessment against each Lot or Parcel at least thirty (30) days in advance of each annual assessment period; and

(2) take such action, as and when the Board deems such action appropriate but after notice as provided in the Declaration, to foreclose the lien against any property for which assessments and all related charges are not paid and/or to bring an action at law against the Member personally obligated to pay the same.

(d) issue, or to 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, for any bona fide purchaser of. or lender on, the Lot or Parcel in question;

(e) procure and maintain adequate but not less than ONE MILLION DOLLARS (\$1 ,000,0000) liability insurance and adequate hazard insurance on property owned by the Association and to procure and maintain any other insurance deemed appropriate;

(f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate or necessary;

(g) cause the maintenance responsibilities of the Association set forth in the Declaration to be performed.

## **ARTICLE VIII**

### **OFFICERS AND THEIR DUTIES**

Section 1 Enumeration of Offices 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/Treasurer and such other officers as the Board may from time to time by resolution create.

Section 2 Election and Appointment of Officers The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the Members. The President shall be the person receiving the largest number of votes at said election.

Section 3 Term The officers of this Association shall be elected annually by the Board and each shall hold office for the period of two (2) years or until his successor shall have been elected and qualified, unless he resigns.

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 from time to time determine.

Section 5 Resignation and Removal Any officer may be removed from office, with 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 and, unless otherwise 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 replaced.

Section 7    Multiple Offices The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than (1) of any of the other offices for more than ninety (90) days except in the case of special offices created pursuant to Section 4 of this Article or in an unusual or emergency situation.

Section 8    Duties Except as otherwise provided by resolution of the Directors, the duties of the officers shall be as follows:

(a) 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 and other written instruments: and shall review and approve all checks and promissory notes.

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

(c) Secretary. The Secretary shall keep the minutes of all meetings and proceedings of the Board and of the Members; serve notice of meetings of the Board and of the Members; keep appropriate current records showing the Members of the Association together with their addresses; and perform such other duties as required by the Board.

(d) Treasurer. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as required for the business of the Association: shall sign all checks and promissory notes of the Association; shall keep records of account; and shall prepare an annual budget and statement of income and expenditures to be distributed to each of the Members.

Section 9. Compensation. The Officers shall receive such compensation as the board shall determine.

## **ARTICLE IX**

### **COMMITTEES**

The Board of Directors shall appoint a Nominating Committee as provided in these Bylaws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out the purpose of the Association. The Residential Architectural Committee shall be composed of three (3) members, which shall be appointed and/or elected as provided in the Declaration. The initial Residential Architectural committee shall be the same as the Board of Directors.

## **ARTICLE X**

### **BOOKS AND RECORDS**

The books and records of the Association shall at all times and during reasonable business hours and with 3 days notice, be subject to inspection by any Member or by holders, insurers or guarantors of first mortgages that are secured by a lot or parcel. The Declaration the Articles 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 a reasonable cost.

## **ARTICLE XI**

### **ASSESSMENTS**

As more fully provided in the Declaration, each Member is obligated to pay to the Association Annual Assessments, Special Assessments and Maintenance Charges which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid on the due date, a late charge may be assessed; lien filing fees may be assessed. The assessment shall bear interest, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, as provided in the Declaration. Interest costs and reasonable attorney's fees of any such 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 Area or abandonment of his Lot or Parcel.

## **ARTICLE XII**

### **AMENDMENTS**

Section 1    Amendments These Bylaws may be amended from time to time in the manner described the Declaration, by the Board, or at a regular meeting of the Members by a vote of Members present in person or by proxy; provided however, the Federal Housing Administration (FHA) or the Veterans Administration (VA), as applicable, shall have the right to veto amendments where there is Class B Membership if the Declaration and these Bylaws have been initially approved by the FHA or VA in connection with any loan programs made available by the FHA or VA and any loans have been made within PARKLINKS which are initially guaranteed by FHA or VA.

Section 2    Right of Amendment if Requested by Governmental Agency or Federally Chartered Lending Institutions Anything in the Bylaws to the contrary notwithstanding, the Board reserves the right to amend all or any part of the Bylaws to such an extent and with such language as may be requested by the FHA, VA or FHLMC and to further amend the Bylaws to the extent requested by any other federal, state or local governmental agency which requests such an amendment as a condition precedent to such agency's approval of the Bylaws. It is the intent of the Declarant to retain voting control of the Association and its activities through the Board of Directors during the anticipated period of planning and development, sales and construction of the Parklinks At Superstition Springs Residential Subdivision and until the Class B Membership ceases pursuant to section 3.6 of the Declaration. If any amendment requested pursuant to the provisions of this Section deletes, diminishes or alters such control, the Board shall have the right and obligation to prepare, provide for and adopt as an amendment hereto, other and different control provisions that fulfills Declarant's intent as

stated herein.

### **ARTICLE XIII**

#### **INTERPRETATION**

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 XIV**

#### **FISCAL YEAR**

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of each year, except that the first fiscal year shall begin on January 17, 1996 and shall end of the 31st day of December 1996.

DATED: January 17, 1996

Parklinks at Superstition Springs Homeowner's Association, Inc.

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William Uhrick. President

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John Hill, Secretary/Treasurer

#### **CERTIFICATION**

I, the undersigned do hereby certify:

That I am the duly elected and acting Secretary of: Parklinks at Superstition Springs Homeowners Association, INC., to be an Arizona non-profit corporation, and, that the foregoing Bylaws constitute the original Bylaws of said Association. as adopted by the Board of Directors thereof, on the 17th day of January, 1996. In witness whereof, I have hereunto subscribed my name on this 17th day of January 1996

John Hill, Secretary/ Treasurer  
Parklinks at Superstition Springs  
Homeowner's Association, Inc.