

**AMENDED AND RESTATED BYLAWS
FOR SIERRA VILLAS NORTH OWNERS' ASSOCIATION**

Pursuant to Article XII. A. of the Bylaws dated February 16, 1996, these Amended and Restated Bylaws were adopted by a vote of a majority of the members of the Association who were present, in person or by absentee ballot originally noticed on January 15, 2014 and thereafter continued to February 4, 2014.

1. The Community.

- a. Sierra Villas North is a gated Planned Community and is deemed to be housing for older persons as that term is used in the Fair Housing Amendments Act. It is located at the northeast quadrant of the intersection of Tucson Estates Parkway and Kinney Road in Pima County, Arizona.
- b. The Association was incorporated as Sierra Villas North Owners' Association and is governed by the Community Documents consisting of these Bylaws, the Amended Articles of Incorporation (Articles), the First Amended and Restated Declaration of Covenants, Conditions and Restrictions (Declaration) as recorded in the Office of the Pima County Recorder, and the Rules.
- c. The corporate address of the Association is:

ASSOCIATION PRESIDENT
C/O Stratford Management
1820 E. River Rd. Suite #110
Tucson, AZ 85718-6595
- d. The words used in these Bylaws are as defined in the Declaration, as amended from time to time.

2. The Board of Directors.

- a. Number of Directors. The Association will be managed by a Board of Directors comprised of three or five Directors (the "Board of Directors" or "Board") each of whom must be a Member of the Association or a Resident of the community. The number of directors to be elected will be based upon the number of vacancies existing at the time of the election, or upon the number of candidates available to run for directorships, but in no event will the existing term of a director be eliminated to reduce the number of directors.
- b. Term of Directors. Each director's term is for two years and the terms will be staggered to the extent possible.

- c. Compensation of Directors. No Director will receive compensation for serving on the Board, but may be reimbursed for any actual expenses incurred in the performance of his/her duties.
- d. Nominating Committee. A Nominating Committee will nominate persons for election to the Board. The Nominating Committee will be appointed by the Board. The Nominating Committee will make as many nominations for election to the Board as it determines, but not less than the number of vacancies to be filled. Nominations must be made at least sixty days prior to the election. Nominations may be made from the floor at the annual meeting prior to the vote being taken. No more than one resident per household may be nominated to serve on the Board of Directors during any election cycle.
- e. Election. Election to the Board will be by a secret written ballot at the Annual Meeting, although the vote may be by acclamation if there are only enough candidates to fill the vacancies. The Persons receiving the largest number of votes will be elected.
- f. Vacancies. Vacancies on the Board will be filled by appointment by the remaining members of the Board. Such person(s) may not be a resident in the same household as an existing Director of the Board. Such person will serve until the next annual meeting of the members at which the members will elect a successor to fill the unexpired term of the director whose position was vacated.
- g. Removal of Board Members. Any Director may be removed from the Board with or without cause by a majority vote of the Members of the Association at any meeting of the Association held for that purpose, so long as a quorum is present at that meeting. The vote may be in person or by proxy. Any Director whose removal has been proposed is entitled to address the Members prior to the vote on the removal. In the event of the removal, resignation or death of a Director, his/her successor will be selected by the remaining members of the Board and will serve for the unexpired term of the Director who was removed.
- h. Duties of the Board. The Board:
 - i. Has the right to adopt and publish rules and regulations governing the use of the Lots and the Common Area and facilities and to establish penalties for any violations of the Community Documents.
 - ii. May employ an executive secretary, a site manager, an independent contractor, a property manager or any employees, as it deems prudent, and may prescribe and oversee their duties.

- iii. Will obtain adequate insurance for the Association as required in the Declaration.
3. Officers. The officers of the Association are the president, vice president, secretary, treasurer, and such other officers as the Board creates. Only the president and secretary must be board members.
- a. Election of Officers. Officers will be elected by the Board from among the directors at the first Board meeting following the annual meeting and each office will hold office for one year unless he/she resigns, is removed or is otherwise disqualified to serve. Each year the officers may be re-elected to serve in the same capacity.
 - b. Removal of Officers. The Board may remove any officer from office with or without cause.
 - c. Resignation. Any officer may resign at any time upon giving written notice to the Board, the president or the secretary. Such resignation takes effect on the date of receipt or at any later time specified in the resignation, and unless otherwise specified, it is not necessary for the Board to accept the resignation to make it effective.
 - d. Other Officers. Other officers created by the Board, may hold office for any period determined by the Board.
 - e. 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.
 - f. Simultaneous Offices. The offices of secretary and treasurer may be held by the same person. No person is permitted to simultaneously hold more than one of any of the other offices except in the case of special offices created by the Board.
 - g. Duties of the Officers:
 - i. President: Preside at all meetings of the Board; see that orders and resolutions of the Board are carried out; sign all leases, mortgages, deeds and other written instruments and co-sign all checks and promissory notes.
 - ii. Vice president: Act in the place of the president in the event of his/her absence, inability or refusal to act, and exercise and discharge such other duties as may be required by the Board.

iii. Secretary:

- (1) Record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members;
- (2) Provide notice of meetings of the Board and of the Members;
- (3) Keep appropriate current records showing the names and addresses of the Members, as well as all age verification records. In conjunction therewith, each Member must notify the Secretary of the following changes:
 - (a) Address and telephone number;
 - (b) The number of occupants in his/her Residential Unit;
 - (c) The forwarding address and telephone number of any temporary residence away from the Community and approximate time period of such departure and return;
 - (d) Notification of the Member's intention to sell or lease the Residential Unit as provided for in the Restated Declaration.
- (4) Perform such other duties as required by the Board.

iv. Treasurer:

- (1) Receive and deposit in appropriate bank accounts all monies of the Association and disburse such funds as directed by resolution of the Board;
- (2) Sign all checks and promissory notes of the Association;
- (3) Prepare all financial records of the Association;
- (4) In accordance with A.R.S. § 33-1810 of the Planned Communities Act, cause an annual review, compilation or audit of the Association books to be made each fiscal year; and
- (5) Prepare an annual budget and a statement of income and expenditures to be presented to the Member at the regular annual meeting, and deliver a copy to the Members.

- v. Delegation of Officer's Duties. The duties of the Officers may be delegated by the Board to a property manager, or other qualified person.

4. Meetings of the Members.

- a. Annual Meeting. The Annual Meeting of the Members will be held during the month of January of each year on a date, at a time and location designated by the Board.

- b. Special Meetings. Special Meetings of the Members may be called at any time by the president, or by the Board, or upon the written request to the Secretary signed by ten Members, requesting that the Board call a Special Meeting of the Members.
- c. Notice of Meetings. Written notice of any meeting of the members will be given by the Secretary or the Secretary's designee not less than ten nor more than 30 days before the date of the meeting. Notice must be hand-delivered or sent by first class US mail, postage prepaid. Notice is deemed given if sent to the address of the Lot or such other address as designated in writing by the Member. A Member can elect to receive notice by any available electronic means, provided that the request is in writing and delivered to the Secretary.
- d. Content of Notices. The notices must specify the place, day and hour of the meeting and, in the case of a special meeting, the purpose of that meeting.
- e. Quorum. The presence in person or by proxy of at least ten Members constitutes a quorum for any action.
- f. Proxies. At all meetings of Members, each Member may vote in person or by proxy. All proxies must be in writing and filed with the Secretary at least 24 hours before the time set for the meeting. Every proxy is revocable and automatically terminates when the Member conveys the Lot.
- g. Action by Written Ballot.
 - i. Any action the Association may take at an annual or special meeting may be taken without a meeting if the Board delivers a written ballot to every Member setting forth each proposed action with provision to vote for or against each proposed action.
 - ii. Approval by written ballot is valid only if both:
 - (1) The number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action.
 - (2) The number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.
 - iii. All solicitations for votes by written ballot must:
 - (1) Indicate the number of responses needed to meet the quorum requirements;

- (2) State the number of approvals necessary to approve each matter;
- (3) Specify the time by which a ballot must be delivered to the Board in order to be counted, which cannot be less than 30 days after the date that the Board delivers the ballot.

5. Board Meetings.

- a. Participation. The Board may permit any or all directors to participate in a Board meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.
- b. Meetings. The president, or by any two directors can call a meeting of the Board. The Board must hold at least one Board Meeting each year. Each Board Member must be given at least three days notice, unless all of the Directors consent to a shorter period of time.
 - i. Notices of Board Meetings must be given to the Members at least 48 hours prior to the Board meeting and the notice must state the time and place of the meeting.
 - ii. The failure of any member to receive actual notice of a meeting of the Board does not affect the validity of any action taken at that meeting.
 - iii. Notice is not required if emergency circumstances require action by the Board before notice can be given.
 - iv. Members are entitled to attend and participate in Board Meetings to the extent provided for by law.
- c. Quorum. A majority of the number of directors constitutes a quorum for the transaction of business. Every act or decision made by a majority of the directors present at a duly held meeting at which a quorum is present is an act of the Board.
- d. Closed Meetings. A Board may close a Board meeting if the closed portion is limited to consideration of one or more of the following:
 - i. Legal advice from an attorney for the board or the association;
 - ii. Pending or contemplated litigation;

- iii. Personal, health and 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.
- iv. 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.

6. Books and Records.

- a. The books and records of Association are open to inspection by the Member or the Member's designee.
- b. The Community Documents are also available for inspection by any Member by making a request of the Secretary.
- c. The Association has the right to charge a reasonable fee for copies of such documents requested by the Member.

7. Amendments.

- a. These Bylaws may be amended at a regular or special meeting of the Members by a vote of a majority of the Members present in person or by proxy.
- b. If there is a conflict between the Articles of Incorporation and these Bylaws, the Articles will control and if there is a conflict between the Declaration and these Bylaws, the Declaration will control.

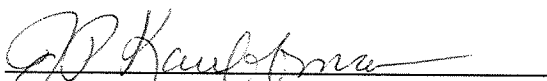
8. Miscellaneous.

The fiscal year of the Association begins on January 1 and ends on December 31 of each year.

The undersigned, being the President and Secretary of Sierra Villas North Owners' Association attest that these Amended and Restated Bylaws were approved by a vote of a majority of the members, voting in person or by absentee ballot at the meeting originally noticed on January 15, 2014 and continued to February 4, 2014.



Karen Brown, President



Janice Kauffman, Secretary