

BY-LAWS OF
SKYLINE RIDGE HOMEOWNERS ASSOCIATION

ARTICLE I

“NAME AND LOCATION.” The name of the corporation is **SKYLINE RIDGE HOMEOWNERS ASSOCIATION**, hereinafter referred to as the **“Association.”** The principal office of the corporation shall be located at the residence of the President of the Board or at such other address as designated by the Board. Meetings of members and directors may be held at such places within the State of Arizona, County of Pima, as may be designated by the Board of Directors.

ARTICLE II

Section 1. **“Association”** shall mean and refer to **SKYLINE RIDGE HOMEOWNERS ASSOCIATION**, its successors and assigns.

Section 2. **“Properties”** shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions and Restrictions dated July 27, 1995, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3. **“Common Area”** shall mean all real property owned by the Association for the common use and enjoyment of the owners.

Section 4. **“Owner”** shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any lot which is a part of the properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 5. **“Declarant”** shall mean and refer to the Board of Directors as defined in Article VIII of the Articles of Incorporation.

Section 6. **“Declaration”** shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the properties recorded in the Office of the County Recorder, Pima County, Arizona.

Section 7. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

ARTICLE III

MEETING OF MEMBERS

Section 1. Annual Meetings. The annual meeting of the members shall be held on third Thursday of February, at an hour determined by the Board of Directors.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the president or three-quarters of the members of the Board of Directors or upon the written request of twenty-five percent (25%) the members who are entitled to vote.

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 by regular mail or E-mail at least fifteen (15) 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 case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting, or by ballot duly executed, of members entitled to cast 50% of the votes shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. 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 as aforesaid shall be present or represented.

Section 5. Ballots. At all meetings of members, each member may vote in person or by ballot. All ballots shall be in writing and filed with

the Secretary or any member of the Board of Directors prior to the meeting. The ballot expires automatically after the meeting.

Section 6. Voting-Default. Any member who is in default in paying any assessment or other amount due the Association or is in breach of the design guidelines, the By-Laws or association rules shall not have the right to vote in the Association until such default or breach is cured.

ARTICLE IV

BOARD OF DIRECTORS: SELECTION, TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of Directors all of whom shall be members of the Association. The Board of Directors shall consist of not less than 3 and not more than 6 Directors. The term of a Director is three (3) years except for those instances described in section 2 below.

Section 2. Removal. Any Director may be removed from the Board with or without cause by a vote of three-quarters of the members of the Board of Directors or by a majority of the members of the Association. In the event of death, resignation or removal of a Director, his/her successor shall be selected by the remaining members of the Board and shall serve until the subsequent annual meeting when his successor shall be elected to serve any unexpired term, if applicable.

Section 3. Compensation. No Director shall receive compensation for any service he renders to the Association. However, and Director may be reimbursed for his/her actual expense incurred in the performance of his/her duties.

Section 4. Action Taken Without a Meeting. The Directors shall have the right to take any action in the absence of a regularly noticed meeting which they could have taken at a meeting by obtaining the written approval of all of the Directors within ten (10) days of the action so taken. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

2 RESIGN/
Yrs Board can
open chose R

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. Nominations may not be made from the floor at the annual meeting. Any nomination for the Board of Directors shall be received by the nominating committee not less than one week prior to the annual meeting. Any person nominated shall present to the nominating committee, not less than seven (7) days before the annual meeting, their consent to serve as such member of the Board of Directors in the event they are elected. The nomination committee shall consist of a Chairman who shall be a member of the Board of Directors and two or more 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 annual meeting. The nominating committee shall make as many nominations for the election to the Board of Directors as it shall, in its sole discretion, determine, but, in any event, not less than the number of vacancies that are to be filled.

Section 2. Election. Each member may cast one (1) vote per candidate as there are Directors to be elected. In the event there are more candidates as there are Directors to be elected, the vote shall be by secret written ballot.

ARTICLE VI

MEETINGS OF DIRECTORS

Section 1. Meetings. Meeting of the Board of Directors shall be held when called by the president or by any two members after not less than three (3) days written notice (including notice by E-mail) to each Director.

Section 2. 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 the act of the Board.

ARTICLE VII

POWER AND DUTIES OF THE BOARD OR DIRECTORS

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

A. Adopt and publish rules and regulations governing the use of common areas and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;

B. 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 By-Laws, the Articles of Incorporation, or the Declaration;

C. Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent three (3) consecutive meetings of the Board of Directors;

D. Employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

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 affairs; including an annual budget which will be submitted for approval of the members at the annual meeting.

B. Supervise all officers, agents and employees of this Association, and to see that their duties are properly performed, and to set and establish as it deems appropriate salaries or other compensation for all such officers, agents and employees;

C. Assessments:

i. Prepare an annual assessment to provide for the care and maintenance of the association properties for the forthcoming year. Payment of the annual assessment shall be made by December 31st of the current year.

ii. Prepare and promulgate special assessments which in the opinion of the Board of Directors are necessary for the maintenance of association properties and not contemplated in the budget. Such special assessments shall be payable as specified in the assessment but not less than 30 days after notice.

iii. Authorize the filing of a lien and foreclosure of the lien against any property for which assessments are not paid within sixty (60) days after due date or to bring an action at law against the owner personally obligated to pay the same.

iv. 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;

v. Procure and maintain adequate liability and hazard insurance on property owned by Association;

vi. Cause all officers, directors and employees having fiscal responsibilities to or on behalf of the Association to be adequately bonded as it may deem appropriate taking into consideration the fiscal responsibilities involved on the part of such officer, director, or employee. This is to include adequate levels of directors' and officers' liability insurance;

vii. Cause the common area to be maintained;

ARTICLE VIII

Section 1. Officers of the Board of Directors. The officers of the Board of Directors shall be a President, Vice-President, a Secretary and a Treasurer, and such other officers as the Board may, from time to time by resolution, create.

Section 2. Elections 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.

Section 3. Multiple Officers. The officers or secretary and Treasurer may be held by the same person.

Section 4. The Duties of officers is set forth below:

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 promissory notes with the Treasurer.

VICE-PRESIDENT

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

SECRETARY

C. The Secretary shall record the votes and 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 shall perform such other duties as required by the Board.

TREASURER

D. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association; shall arrange for appropriate investments of excess funds for reserve accounts; shall arrange for disbursing the funds of the Association as directed by resolution of the Board; shall co-sign all checks with such other member(s) of the Board of Directors as may be designated by resolution of the Board or with an independent public accountant; shall head a committee from the Board at the completion of each fiscal year to perform a verification review of the accounts of the public accountant when work is so delegated, and to bring to the attention of the Board any discrepancies, irregularities, errors, oversights, failures, omissions, questions and the like in such books of account at the next regular meeting of the Board, or at a special meeting of the Board if warranted, such matters discovered to permit immediate corrective handling to an immediate and satisfactory conclusion; when substantial questions arise in the course of the verification review and which cannot be immediately and satisfactorily resolved without expert guidance, the Board may direct an audit review by another public accountant or, in extreme cases, may direct an audit review by another public accountant; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting.

ARTICLE IX

COMMITTEES

The Association shall appoint an Architectural Control Committee, as provided in the Declaration, and a Nominating Committee, as provided in the By-Laws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE X

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 Declaration, the Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any member at the principal office of the Association.

ARTICLE XI

AMENDMENTS

Section 1. These By-Laws may be amended, at a regular or special meeting of the members, by a vote of a majority of quorum of members present, in person or by ballot, or as provided for in the Articles of Incorporation.

Section 2. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

ARTICLE XII

MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the 31st day December every year.

**IN WITNESS WHEREOF, we, being all of the Directors of the
SKYLINE RIDGE HOMEOWNERS ASSOCIATION, have hereunto
set our hands this 17th day of February, 2011.**

Robert W. Parson

Robert A. Palumbo

Eugene B. Mager

Debbie Crawford

Jim Finlen

CERTIFICATE

**I certify that these By-Laws were submitted to the members of the
Association at the annual meeting held February 17, 2011. They were
approved by a majority vote of the members.**

Robert W. Parson

**Robert W. Parson
Secretary**