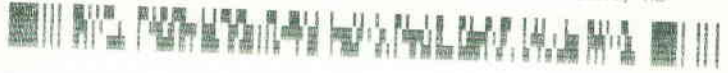


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BY LAWS

OF THE ASSOCIATION OF LA QUINTA AT BARKLEYRANCH ESTATES

AN ARIZONA BUSINESS CORPORATION

(AS AMENDED ON 27 JANUARY 2014)

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BYLAWS
of
The Association of La Quinta at Barkley Ranch Estates
An Arizona Business Corporation
(as amended on 27 January 2014)

ARTICLE I

UNIT OWNERS MEETINGS

SECTION 1. Annual Meetings. The Annual Meeting of the Association of La Quinta at Barkley Ranch Estates (hereafter called the "Association") shall be held at 6:00 o'clock P.M. on the fourth Monday in March of each year, commencing with the year 2010, or on a different date as shall be established by the Board of Directors. The meetings shall be held at the La Quinta Clubhouse, or at such other place as shall be stated in the notice of meeting or in a duly executed waiver of notice; provided, however, that whenever such date falls on a legal holiday, the meeting shall be held on the next succeeding business day. The Board of Directors may, by resolution, fix the standing date of the annual meeting to another date as the Board may deem appropriate. At the Annual Meeting the Unit Owners shall elect Directors who will serve until their successors shall be elected.

SECTION 2. Special Meetings. Special meetings of the Unit Owners may be held at the La Quinta Clubhouse, or at another place as shall be stated in the notice of meeting. A Special Meeting may be called by the President of the Board, a majority of the Board members, or by vote of 25% of the Unit Owners.

SECTION 3. Calls and Notices. The Board of Directors will provide 10-50 days advance notice of all Annual/Special meetings of the Unit Owners.

SECTION 4. Presiding Officer. The President or, in his absence, a Vice-President shall preside at all such meetings.

SECTION 5. Voting. The cumulative system of voting as required by the laws of Arizona shall be followed in the election of Directors. On all voting matters, each Unit Owner shall be entitled to cast one vote for each unit owned. Votes may be cast by the Unit Owners either in person or by absentee ballot. No proxy voting is allowed. All absentee ballots shall be in writing, and shall be filed with the Secretary of the Board or mailed to the applicable address issued in any voting instructions from the Board. The Secretary shall enter a record of such absentee votes in the minutes of any meeting where absentee ballots are received.

SECTION 6. Voter Requirements. At any meeting of the Association, only Unit Owners who are listed property owners on lawfully recorded deeds of La Quinta lots and/or homes as of the date of the called meeting shall be entitled to vote in person or by absentee ballot, unless the Board of Directors, by resolution, fixes another date in advance of the date of the Unit Owners meeting, but not more than twenty (20) days in advance thereof, as the date upon which a person must appear as a recorded Unit Owner in order to be entitled to vote at the Unit Owners meeting. In such case, only those so appearing as Unit Owners on the date so fixed shall be entitled to vote. Notwithstanding anything herein to the contrary, only Unit Owners who are not disqualified from voting according to the La Quinta Homeowners Association Declaration or Articles of Incorporation, as amended, may vote.

SECTION 7. Quorum. At any meeting of the Unit Owners, participation by a minimum of 25% of qualified Unit Owners (attendees or absentee) constitutes a quorum for holding such meeting or conducting votes. In the absence of a quorum, the Chair of the meeting may adjourn the meeting, without notice other than by announcement at the meeting, until another meeting can be called where a quorum attends. At any such follow-on meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

SECTION 8. Waiver. All informalities and/or irregularities in calls, notices of meeting, and in the manner of voting, form of ballots, credentials, and method of ascertaining those present, shall be deemed waived if no objection is specifically made at the meeting.

ARTICLE II

BOARD OF DIRECTORS

SECTION 1. Management by Board of Directors. The business and property of the Association shall be managed by a Board of Directors consisting of five (5) members, or such number as the current Board of Directors shall unanimously determine in advance of the Annual Meeting of Unit Owners. All Directors must be Unit Owners and no representative of an Owner may be substituted for the Owner.

SECTION 2. Vacancies. In case of any vacancy in the Board of Directors, the remaining member(s) of the Board may elect a successor Director(s) to hold office until the next meeting of the Unit Owners.

SECTION 3. Director Meetings. An Annual Meeting of the Directors shall be held immediately after the adjournment of each Annual Unit Owners' Meeting, at the place in which the Unit Owners' meeting was held. Other Director meetings, other than their Annual Meeting, shall be held at regular intervals at such places and at such times as the Board of Directors may from time to time by resolution provide.

SECTION 4. Special Meetings. Special meetings of the Board of Directors shall be held whenever called by the President or by a majority of the Board. At least 48 hours notice must be provided of a meeting of the Board of Directors (by reasonable means such as posting prominently on the Clubhouse bulletin board, gates, etc.). A no-notice meeting is allowed only in an emergency.

SECTION 5. Quorum. A quorum for the transaction of business at any meeting of the Directors shall consist of a majority of the Board then in office.

SECTION 6. Committees. The Board of Directors may establish an Executive Committee and/or one or more other committees from time to time as deemed appropriate by the Board of Directors, each such committee to consist of such Directors and to have such duties and authorities as established by resolution of the Board of Directors. Except as otherwise specified by such resolution, the Executive Committee (if one is appointed by the Board of Directors) shall exercise the powers and authorities of the Board of Directors between annual or other regular meetings of the Board of Directors, except as otherwise limited or provided by applicable law.

SECTION 7. Terms of Directors. The Board of Directors at an annual meeting will be elected to serve three (3) year terms.

ARTICLE III

OFFICERS

SECTION 1. Appointment. Directors shall elect or appoint the officers of the Board, expressly named below, from the Directors elected by the Unit Owners. Such election or appointment shall regularly take place at the first meeting of the Directors immediately following the Annual Meeting of the Unit Owners; provided, however, that election of officers may also be held at any other meeting of the Board of Directors.

SECTION 2. Other Officers. The Board of Directors may, at their discretion, appoint other officers from the elected or appointed Directors, in addition to the officers expressly named below, as they shall deem necessary, who shall have such authority to perform such duties as may be prescribed from time to time by the Board of Directors, or by the President.

SECTION 3. Removal. A sitting Board member may not be removed by other members of the Board, but must be removed by a majority vote at a Unit Owners meeting where a quorum of 20% of authorized voters are present (i.e., unit owners are physically present or represented by absentee ballots).

ARTICLE IV

PRESIDENT

The President shall be the chief executive of the Association, and shall exercise general supervision over its property and affairs. He shall sign on behalf of the Association any and all conveyances, mortgages, and contracts of material importance to the Association's business, and shall do and perform all acts and things which the Board of Directors may require of him. He may receive such compensation for his services as may be fixed or approved by the Board of Directors.

ARTICLE V

VICE-PRESIDENT

There shall be one or more Vice-Presidents. In the event of the President's absence or inability to act, the most senior Vice President shall assume the powers of the President. Each Vice-President shall perform such duties as the Board of Directors may impose upon him, and may receive such compensation as may be fixed or approved by the Board of Directors.

ARTICLE VI

SECRETARY

The Secretary shall keep the minutes of the Association, and such books and records as these Bylaws or any resolution of the Directors may require him to keep. He shall perform such other services as the Board of Directors may impose upon him, and may receive such compensation as the Board of Directors may fix or approve. One or more Assistant Secretaries may, at the discretion of the Board of Directors, be elected, any of such Assistant Secretaries, in the event of the Secretary's absence or inability to act, to have the authority to perform the duties and functions of the Secretary.

ARTICLE VII

TREASURER

The Treasurer shall have the custody and control of the funds of the Association, subject to the action of the Board of Directors, and shall, when requested by the President so to do, report the state of the finances of the Association at each Annual Meeting of the Unit Owners, and at any meeting of the Directors. He shall perform such other services as the Board of Directors may require of him and may receive such compensation as the Board of Directors may fix or approve.

ARTICLE VIII

INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Association shall indemnify any and all of the Directors or former Directors, their personal representatives, and heirs. The Board of Directors may, in its sole discretion, determine to indemnify any and all of the officers and employees, or former officers and employees of the Association, and their personal representatives and heirs, against any expenses incurred by the officer and/or employee, or judgments or penalties rendered or levied against any them in a legal action (whether civil, criminal, administrative, or other) brought against them for actions or omissions alleged to have been committed by them while acting within the scope of their duties as a Director, officer, or employee of the Association; provided that, in all cases, the Board of Directors shall determine in good faith that such person did not

act, fail to act, or refuse to act willfully or with gross negligence, or with fraudulent or criminal intent with regard to the matter involved in the action. If such person is both a Director and officer, he shall be entitled to indemnity, as a matter of right, if the alleged actions or omissions pertain to the position as a Director, or as both Director and an officer. If as an officer alone, then they shall be entitled to indemnity only if the Board of Directors shall so determine. The term "expenses," as used herein, shall include all obligations incurred by such person for the payment of money, including, without limitation, legal fees and amounts paid in settlement of any such action. A judgment or conviction (whether based on a plea of guilty, or nolo contendere, or its equivalent, or after trial) shall not be conclusive as to whether the person against whom judgment is rendered acted, or failed to act, or refused to act, willfully or with gross negligence or with fraudulent or criminal intent with respect to the matter involved in the action.

Any determination with respect to indemnity shall be made by resolution adopted by a majority of the Board of Directors, excluding from such majority any Directors who have incurred expenses, judgments, or penalties in connection with such action. If there is no majority of Directors who are not so excluded, an indemnity determination may be adopted by a majority of a committee of non-excluded Directors and/or Unit Owners appointed by the Board of Directors (all Directors being eligible to participate in such appointment). The right of indemnification provided in these Bylaws shall not be exclusive of any other right which such Directors, officers, and employees of the Association, and the other persons above mentioned, may have or hereafter acquire, and such right shall in all cases be subject to the requirements and provisions of applicable law. A member of any committee appointed by the Board of Directors shall have the same right of indemnification as does a Director with respect to alleged acts or omissions by him as a member of such committee.

ARTICLE IX

SEAL

Not applicable.

ARTICLE X

STOCK CERTIFICATES

Not applicable.

ARTICLE XI

ENDORSEMENT ON STOCK CERTIFICATE

Not Applicable.

ARTICLE XII

INTERPRETATIONS

SECTION 1. To the extent permitted by the context in which used, words in the singular shall include the plural, words in the masculine gender shall include the female gender and neuter, and vice versa.

SECTION 2. Paragraph captions used herein are for convenience only and are not a part of these Bylaws and shall not be deemed to limit or alter any provisions hereof and shall not be deemed relevant in construing these Bylaws.

ARTICLE XIII

AMENDMENT AND REPEAL

Notwithstanding anything herein to the contrary, these Bylaws may be amended or repealed, or new Bylaws may be adopted, by a meeting of the Board of Directors, by a resolution adopted by the majority of the members of the Board of Directors, or at a meeting of the Unit Owners.

ARTICLE XIV

SAVINGS CLAUSE

Notwithstanding any other term or provision of these Bylaws, if any right or interest created by or in connection with these Bylaws would be invalid or unenforceable if not subject to the terms contained in this sentence, such interest or right shall terminate twenty (20) years after the date of death of the last to die of the following persons: all persons holding title at the time of creation of such right or interest and the children of such persons living at the time of creation of such right or interest.

Adopted on January 27, 2014

Confirmed as to adoption by the Board of Directors:

Dan Hann
Dan Hann
President, The Association of La Quinta at Barkley Ranch Estates

State of Arizona
County of Yuma
This instrument was acknowledged before me this 27th day of
January 2014 by
Daniel David Hann
[Signature]
Notary Public

