

AMENDED AND RESTATED BY-LAWS
OF
SUN LAKES PHASE TWO UNIT ELEVEN TOWNHOUSE ASSOCIATION, INC.

ARTICLE I

DEFINITIONS

TERMS DEFINED:

"ASSESSMENT"	An annual or special assessment levied by the Association pursuant to the Governing Documents.
"ASSOCIATION"	Sun Lakes Phase Two Unit Eleven Townhouse Association, Inc. an Arizona Non-Profit Corporation.
"BOARD OF DIRECTORS"	The Board of Directors of the Association.
"CC&R's"	The Declarations of Covenants, Conditions and Restrictions for Unit 11 of Sun Lakes recorded with the County Recorder of Maricopa County, Arizona, as such Declarations may be amended from time to time.
"COMMITTEES"	Two (2) or more members appointed by the Board of Directors to perform a specific task or tasks for the Association.
"FEES"	Monetary consideration payable pursuant to the Governing Documents for various activities of the Association or for the use of certain Association facilities as established by the Board of Directors.
"GOVERNING DOCUMENTS"	The CC&R's, the Associations Articles of Incorporation, these Bylaws, and the rules and regulations of the Association, as amended or supplemented from time to time.
"MEMBER RESIDENCE"	A building or portion of a building (such as a townhouse), situated on a lot and designed and intended for independent ownership and for use as a residence.
"VOTING MEMBER"	A member designated by the other owners of the same townhouse to cast the vote for that townhouse on behalf of such members.

ARTICLE II

MEETINGS

ANNUAL MEETING

An annual meeting of members shall be held during the first seventy-five (75) days following the close of the prior year, at a time and place convenient for the majority of members, as designated by the Board of Directors.

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At the annual meeting, Directors shall be elected, reports of the officers of the Corporation shall be considered, and any other business may be transacted that is within the powers of the members.

The President, or in his absence, a Chairman appointed by the members present shall call the meetings of the members to order and shall act as Chairman thereof. The Secretary of the Corporation shall act as Secretary at all meetings of the members. In the Secretary's absence, the President or Chairman may appoint any person to act as Secretary.

The order of business of all meetings of members and of the Board of Directors shall be as follows: (a) Reading of Minutes (b) Presidents' Report (c) Report of Committees (d) Treasurers' Report (e) Managers' Report (f) Elections (g) General Business.

The order of business for any meetings may be amended by a majority of votes of those attending in person.

NOTICE OF MEETINGS:

On request in writing by the Board of Directors, or by any person or persons entitled to call a special meeting of members, the Secretary or an officer designated by the Corporation shall cause notice to be given to the members entitled to vote, that a meeting will be held at a time, fixed by the officers, not less than ten (10) nor more than fifty (50) days after such notice is mailed or sent by electronic communication (email). Such notice shall be mailed or emailed to the last known address of each member, as the same appears on the records of the Corporation, at least ten (10) days prior to the day upon which the request is made. Such notice shall specify the place, date and hour for the meeting and the general nature of the business to be transacted. Nothing contained herein shall be construed as limiting, fixing, or affecting the time or date when a meeting of members called by action of the Board of Directors may be held.

ADJOURNED MEETINGS:

Any members meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the voting power present at the meeting, the holders of which are either present in person without further notice, in the absence of a quorum, a majority of these members attending in person may adjourn the meeting from time to time without further notice until a quorum shall attend, and thereupon any business may be transacted which might have been transacted at the meeting as originally called, had the same been the held.

VOTING:

Each townhouse Unit shall be entitled to one vote. In the event any townhouse is owned or is being purchased under a contract or agreement of purchase jointly or in common with others, said owner or contract or agreement purchasers shall designate in writing to the corporation, the name of their member who shall have the power to vote at any and all meetings of the members. Any owner owning more than one townhouse in Sun Lakes, Unit 11, shall have one vote for each townhouse owned or being purchased. The board of directors may fix a time not exceeding thirty (30) days preceding the date of any meeting of members as a record date for the determination of the members entitled to notice of and to vote at any such meeting, and in such case, only members of record who are not in default in the payment of any assessment due the corporation on the date so fixed, shall be entitled to notice of and to vote at such meeting. In the event no such record is fixed by the Board of Directors, the record date for the determination of members entitled to notice of and to vote at any such meeting shall be the tenth (10th) day preceding the day of such meeting as of 8:00a.m. of such day.

ADDRESS OF MEMBERS:

It shall be the duty of each member to keep the corporation advised as to his correct address from time to time. Absent written notice to the contrary, the address of each member shall be the address of his townhouse.

QUORUM:

The presence of members representing twenty percent (20%) of the voting power of this Corporation present in person or by proxy shall be requisite to and shall constitute a quorum at all meetings of the members for the transaction of business, except as otherwise provided by law.

The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

ABSENTEE BALLOT:

Absentee ballot shall set forth each proposed action and shall provide an opportunity to vote for or against the proposed action.

The ballot is valid for only one specified election or meeting of the members and expires automatically after completion of the election or meeting.

The ballot specifies the time and date by which the ballot must be delivered to the board of directors to be counted which shall be at least seven days after the unvoted ballot was delivered to the member.

The ballot does not authorize another person to cast votes on behalf of the member.

Votes cast by absentee ballot or other form of delivery, including the use of email and fax delivery, are valid for the purpose of establishing a quorum.

WRITTEN BALLOT:

The Board of Directors may take action by written ballot for any annual, regular or special meeting of the members.

ARTICLE III

DIRECTORS

ELECTION AND TERM-OF OFFICE:

Directors shall be elected at each annual meeting of the members to replace the directors whose terms are expiring and those temporary directors who have been elected by the Board to fill vacancies (as provided below in this section). If the annual meeting is not held, or if the directors are not elected thereat for any reason, the directors may be elected thereafter at any special meeting of the membership called for that purpose. Only members of the Corporation shall be elected to the Board of Directors.

The term of office for a director shall be three (3) years or until a successor is elected and takes office. The Board of Directors may appoint a Nominating Committee consisting of not less than three regular members of the corporation, not more than two of whom shall be a member of said Board. It shall be the duty of the Nominating Committee to nominate and file with the Secretary of the corporation a list of candidates for such offices as are to be filled at said annual meeting at least ten days prior to the annual meeting.

Ten or more regular members of the corporation may nominate other candidates and file such nominations over their signatures with the Secretary not less than thirty days prior to the annual election. The names of all of those nominated shall be printed alphabetically on one ballot. Cumulative voting is permitted.

NUMBER OF DIRECTORS: Refer to Articles of Incorporation Article XI page 6.

POWERS & DUTIES OF THE DIRECTORS: Refers to Articles of Incorporation Article XIII Page 7.

VACANCIES:

In the event of a vacancy among the directors, through death, resignation, disqualification or other cause, the remaining directors, by affirmative vote of a majority in attendance at any meeting duly called and held whether or not there be a quorum present, may elect a temporary director to fill the vacancy and hold office until his successor is elected and takes office. Board members cannot have more than three unexcused absences in a calendar year. Board members may request a leave of absence from the board because of health or hardship issues in writing.

VOTING:

Each director shall have but one vote at any meeting. The vote of a majority of the directors present at any meeting in favor or against any proposition shall prevail, except as herein otherwise provided.

NEW BOARD MEMBERS:

Within ten (10) days after each annual membership meeting, the newly elected Directors shall meet for the purpose of organization, the election of officers, and the transaction of any other business. All other meetings of the Board shall be held periodically or as determined by the Board of Directors. Notice of Directors meetings shall be given by mail or email not less than ten (10)

days before the time of the meetings. Presence of a majority of the Board of Directors shall constitute a quorum for the transaction of business. The vote of a majority of the Directors present at any meeting in favor or against any proposition shall prevail, except as herein otherwise provided. The Board of Directors may appoint a Special Committee consisting of at least three (3) members of the Board to act upon such matters as may be designated by the Board.

COMPENSATION:

Directors as such shall not receive any salary or compensation for their services as Directors, provided, however, that nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore.

INDEMNIFICATION:

The Corporation shall indemnify any or all of its Directors, or former Directors against expenses incurred by them, including legal fees, or judgments, or penalties rendered or levied against any such Director in a legal or administrative action brought against any such Director for acts or omissions alleged to have been committed by any such Director while acting within the scope of his duties as a Director of the Corporation; provided, that the Board of Directors shall determine in good faith that such Director did not act, fail to act, or refuse to act willfully or with gross negligence or with fraudulent or criminal intent in regard to the matter involved in the action.

ARTICLE IV

OFFICERS

The officers of the Corporation shall be a President, one or more Vice Presidents, Secretary, and Treasurer. All officers shall be elected from among the members of the Board of Directors. All officers shall be subject to removal at any time with or without cause by the affirmative vote of the majority of the whole Board. Each officer elected shall serve for the term for which he is elected or until his successor shall have been elected and qualified.

ARTICLE V

AMENDMENT OF BYLAWS

These Bylaws, and any part thereof, may be amended or repealed and new Bylaws may be adopted by the Board of Directors at any regular or special meeting called for that purpose or by the vote and written assent of members constituting a majority of the members voting at any annual or special meeting of the members called for that purpose, provided, however, that amendments shall not be in conflict with the provision of the Articles of Incorporation or the Declaration.

CERTIFICATION

I, Dorothy Thurman, being the duly elected Secretary of Sun Lakes Phase Two Unit Eleven Townhouse Association, Inc., an Arizona non-profit corporation, hereby certify the forgoing Amended and Restated Bylaws of Sun Lakes Unit Eleven Townhouse Association, Inc. were adopted by a majority of the members of the Board of Directors voting at a regular meeting duly called and held on December 20, 2017.

Dated this _____ day of _____.

Dorothy Thurman, Secretary