

**AMENDED AND RESTATED  
BYLAWS  
OF  
TROON VILLAGE ASSOCIATION**

RECITAL: These Bylaws were originally adopted on December 28,  
1984 and have since been amended by numerous amendments.  
These Amended and Restated Bylaws incorporate  
all valid amendments still in effect into the original Bylaws.

ARTICLE 1

General

Section 1.1 - Declaration. These Bylaws shall constitute the Bylaws of TROON VILLAGE ASSOCIATION (the "Association"), a corporation formed pursuant to that Declaration of Covenants, Conditions and Restrictions for Troon Village recorded December 28, 1984 as Instrument No. 84-557396, records of Maricopa County, Arizona (the "Declaration")

Section 1.2 - Personal Application. All present or future Owners, Occupants, or any other persons who might use the Property in any manner, are subject to the regulations of these Bylaws.

Section 1.3 - Nonprofit Corporation. The Association is an Arizona nonprofit corporation, and is organized and existing under and by virtue of the laws of the State of Arizona. The office of the Association shall be located at 8787 East Pinnacle Peak Road, Scottsdale, Arizona 85255.

Section 1.4 - Terms. The capitalized terms utilized in these Bylaws shall have the same meanings as set forth in the Declaration.

ARTICLE 2

Membership and Voting Rights

Section 2.1 - Membership. Every Owner, including Declarant, shall be a Member of the Association. An Owner shall remain a member of the Association until such time as he ceases to be an Owner, at which time his membership in the Association shall automatically cease. Ownership of a Lot or Parcel shall be the sole qualification and criterion for membership. Membership shall be appurtenant to and may not be separated from ownership of any Lot or Parcel. Transfer of Lot or Parcel ownership, either voluntarily or by operation of law, shall

terminate the membership of the transferors thereof in the Association. A membership in the Association shall not be transferred, pledged or alienated in any way except on the sale of such Lot or Parcel and then only to such purchasers, or by intestate succession, testamentary disposition, foreclosure of mortgage of record or other legal process. Any attempt to make a prohibited transfer is void and will not be reflected on the books and records of the Association. In the event an Owner fails or refuses to transfer the membership registered in his name to the purchaser of such Lot or Parcel, the Association shall have the right to record the transfer upon the books of the Association and thereupon the old membership outstanding in the name of the seller shall be null and void as though the same had been surrendered.

Section 2.2 - Number of Votes. Each Owner shall have the following number of votes in the Association, which such Owner may exercise in the manner and at the time specified in the declaration and these Bylaws:

- (a) One (1) vote for each Lot owned by the Owner.
- (b) One (1) vote for each acre, or fraction thereof, in each Parcel owned by the Owner. However, if an apartment building or other multi-family building is constructed on a Parcel and unless the provisions of Subparagraph (c) below apply, then, upon issuance of a certificate of occupancy or other evidence of substantial completion of the building and thereafter until such time, if ever, that the building no longer exists, the votes with respect to that Parcel shall be determined by allocating one-half ( $\frac{1}{2}$ ) vote for each residential apartment or residential dwelling unit on the Parcel.
- (c) If a horizontal property regime establishing a condominium has been recorded with respect to the Parcel, then upon issuance of a certificate of occupancy or other evidence of substantial completion of the condominium building and thereafter until such time, if ever, that the building no longer exists, the votes with respect to the Parcel shall be determined by allocating one (1) vote for each condominium unit owned.

Except as provided in Section 2.2(c) above, fractional votes shall not be allowed. However, if an Owner holds more than one (1) vote, the votes need not be cast as a unit.

Section 2.3 - Majority. A majority of the votes of Members present at any meeting at which a quorum is present shall decide any question unless these Bylaws, the Declaration or applicable law shall provide otherwise, and in such event, the voting percentage required in these Bylaws, the Declaration, or such applicable law shall control.

Section 2.4 - Multiple Ownership. If a Lot or Parcel is owned by two or more persons in joint tenancy, tenancy in common, or as community property or other form of joint ownership, the membership as to such Lot or Parcel shall nevertheless be a single membership, and the joint

Owners shall designate to the Association, in writing, the person who shall have the power to vote the membership. In the absence of such designation, and until such designation is made, the Board shall make the designation.

Section 2.5 - Certificates. No certificates of membership shall be issued and membership shall be evidenced by an official list of Owners kept by the secretary of the Association.

### ARTICLE 3

#### Meetings of the Members

Section 3.1 - Place. All meetings of the members shall be held at the Association office, or at such other place and time as shall be designated by the Board of Directors of the Association and stated in the notice of meeting.

Section 3.2 - Notices. It shall be the duty of the secretary of the Association to mail a notice of each annual or special meeting, stating the time and place thereof to each Owner or record at least ten (10) days, but not more than thirty (30) days prior to such meeting. Notices of any special meeting shall state the purpose thereof. All notices shall be mailed to or served at the address of the Owner as it appears on the books of the Association.

Section 3.3 - Annual Meeting. An annual meeting of Members shall be held at such date, time and location as may be fixed by the Board of Directors and set out in the notice of meeting, for the purpose of electing directors and transacting other business authorized to be transacted by the Members. An annual meeting shall be held at least once every fourteen (14) months.

Section 3.4 - Special Meetings. Special meetings of the Members, for any purpose or purposes, may be called by the president or by the vice president whenever deemed expedient or necessary. The president or vice president shall call a special meeting of the Members when so requested by the Members who are entitled to vote one-fourth (1/4) of all of the votes in the Association, or when so instructed by a majority of the Board of Directors.

Section 3.5 - Quorum. At a meeting of the Members, those representing ten percent (10%) of the total vote, present in person or by absentee ballot shall constitute a quorum for the transaction of business except as otherwise provided by statute, the Declaration, or the Articles. In the absence of a quorum, a majority of the Members present, either in person or by absentee ballot may adjourn the meeting to a time not less than five (5) nor more than sixty (60) days from the time the original meeting was called. At any such adjourned meeting at which a quorum shall be present any business may be transacted which might have been conducted at the meeting originally noticed.

Section 3.6 - Voting. A Member may vote in person or by absentee ballot executed in writing by such member. Such absentee ballot shall be returned to the Association by the date specified on the ballot. Every absentee ballot shall be irrevocable after submitted. Every absentee ballot shall become invalid upon the completion of the meeting for which the ballots are to be used. Memberships held by a legal representative or by a court-appointed receiver may be voted, in person or by absentee ballot, by such representative or receiver without the transfer of such membership into the name of the trustee.

Section 3.7 - Informal Action. Any action required to be taken at a meeting of the members, or any other action which may be taken at such meeting, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Members entitled to vote with respect to the subject matter thereof.

Section 3.8 - Irregularities. All information and/or irregularities in calls, notices of meetings and in the manner of voting, form of absentee ballots, credentials, and method of ascertaining those present, shall be deemed waived if no objection is made at the meeting or if waived in writing.

Section 3.9 - Record Date. For the purpose of determining Members entitled to notice of or to vote at any meeting of Members, or in order to make a determination of Members for any other purpose, the Board of Directors, at its election, may provide that the Membership books shall be closed for a stated period, but not to exceed in any case fifteen (15) days prior to the event concerned.

## ARTICLE 4

### Board of Directors

Section 4.1 - Membership. The Board of Directors shall consist of not less than three (3) nor more than five (5) Members. Board members shall serve a term of one (1) year and may be appointed or elected to successive terms. Prior to the Change Date, all members of the Board shall be appointed by Declarant and such appointees need not be Owners. After the Change Date, Board members shall be elected by the Members of the Association, using cumulative voting, and each Board member shall be an Owner or an officer, director, shareholder, beneficiary, or trustee of, or partner in, an Owner.

Section 4.2 - Removal of Directors. Prior to the Change Date, Declarant may remove any one or more of the Directors with or without cause. Following the Change Date, any Director may be removed with or without cause by the affirmative vote of the majority of Members. However, if less than the entire Board is to be removed, no one of the Directors may be removed if the votes cast against his removal would be sufficient to elect him if then cumulatively voted at an election of the Entire Board.

Section 4.2.1 Removal for Absence from Board Meetings. Because involvement by all of the Board members is essential for the proper operation of the Association, if a Board member misses three (3) or more unexcused absences during his or her term, the Board member may be removed only if a majority of the Directors then in office vote for the removal.

Section 4.3 - Vacancies on Board of Directors. If following the Change Date, the office of any Director becomes vacant by reason of death, resignation, retirement, disqualification, removal from office, disability or otherwise, a majority of the remaining Directors, though less than a quorum, shall choose a successor, who shall hold office for the balance of the unexpired term. Prior to the Change Date, if the office of any Director becomes vacant for any reason, the Declarant shall choose a successor who shall hold office for the balance of the unexpired term.

Section 4.4 - Disqualification and resignation of Directors. Any Director may resign at any time by sending written notice of such resignation to the secretary of the Association at the office of the Association. Unless otherwise specified therein, such resignation shall take effect upon its receipt by the secretary. No Member shall continue to serve on the Board should he be delinquent in the payment of an Assessment and said delinquency shall automatically constitute a resignation effective when such resignation is accepted by the Board of Directors.

Section 4.5 - Regular Meetings. The Board shall provide notice to the Members of regular meetings of the Board of Directors in conformance with Arizona law.

Section 4.6 - Powers and Duties. Unless a specific provision of the Declaration expressly permits or requires the Members to take action, all actions and business of the Association shall be conducted exclusively by the Board and the Association officers, employees, committees, managers and agents appointed or elected by and acting under the direction of the Board, and actions taken by the Board, the officers, employees, committees, managers and agents shall not be subject to review by the Members. The Board of Directors shall have the powers necessary for the administration of the affairs of the Association including, without limitation, the following:

- A. To make Assessments as authorized by the Declaration, collect Assessments, and use and expend the Assessments to carry out the purposes and powers of the Association;
- B. To employ, dismiss and control the personnel necessary for the maintenance of the Common Areas and operation of the Association, including the right and power to employ attorneys, accountants, contractors and other professionals as the need arises;
- C. To make and amend the Association Rules which among other things, shall restrict and govern the use of the Common Areas, as provided in the Declaration;

- D. To contract for the management of the Association and to designate to such manager all or a portion of the powers and duties of the Association
- E. To engage in the management of the business affairs of the Association including, without limitation, the maintenance, repair, replacement and operation of the Common Areas;
- F. To enforce by legal means, if necessary, the provisions of the Declaration, the Articles of Incorporation, the Bylaws and the Association Rules, and other documents and laws respecting the Association and the Property;
- G. To pay taxes and assessments which are liens against any part of the Common Area;
- H. To pay the cost of all power, water, sewer and other utility services rendered to the Common Areas; and
- I. To select the officers of the Association.

Section 4.7 - Special Meetings. Special meetings of the Board of Directors may be called by the president on three (3) days notice to each Director and each Member, given personally, by mail or telephone, which notice shall state the time, place (as hereinabove provided) and purpose of the meeting. Special meetings of the Board of Directors shall be called by the president or secretary in like manner and on like notice on the written request of at least two-thirds (2/3) of the Directors

Section 4.8 - Waiver of Notice. Before or at any meeting of the Board of Directors, any Director may, in writing, 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 the Directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting

Section 4.9 - Board of Directors' Quorum. At all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business, and the acts of the majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. If at any meeting of the Board of Directors, there should be less than a quorum present, the majority of those present may adjourn the meeting from time to time. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice.

Section 4.10 - Nominating Committee At the discretion of the Board, the Board may appoint a Nominating Committee to make nominations for election to the Board of Directors and

the Architectural Control Committee. The Board may appoint the members of the Nominating Committee at any time prior to the annual meeting to elect members to the Board of Directors or members to the Architectural Committee. Nominating Committee members shall serve until the end of the respective election. Nominations may also be made from the floor at the annual meeting of the members. The Nominating Committee shall consist of a chairman, who may be a Member of the Board who is not running for election at the next annual meeting, and two or more persons who are Members of the Association. The nominating Committee shall make as many nominations for election to the Board as it shall in its discretion determine, but not less than the number of vacancies which are to be filled. The Board shall provide notice to the Members of the appointed Members of the Nominating Committee once such committee is in place.

## ARTICLE 5

### Officers

Section 5.1 - Elective Officers. The principal officers of the Association shall be president, vice president and a secretary/treasurer.

Section 5.2 - Term. The officers of the Association shall hold office until their successors are chosen and qualify in their stead. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by the Board of Directors

Section 5.3 - President. The President shall be the chief executive officer of the Association and shall preside at all meetings of the Members. He shall have executive powers and general supervisory authority over the affairs of the Association.

Section 5.4 - Vice President. The Vice President shall perform all of the duties of the president in his absence or disability and such other duties as may be required of him from time to time by the Board of Directors.

Section 5.5 - Secretary. The Secretary shall keep the minutes of all meetings of the Board or Directors and the minutes of the Association. The Secretary may delegate these functions to a stenographer or a manager, but in such case the Secretary shall ensure the accuracy and timeliness of the minutes. The Secretary shall also have charge of such books and papers as the Board shall direct, shall notice meetings of the Association and the Board in conformance to Arizona law, and shall, in general perform all of the duties incident to the office of the Secretary

Section 5.6 - Treasurer. The Treasurer shall have the responsibility for the Association's funds and securities and shall be responsible for keeping full and accurate accounts of all receipts and disbursements in books belonging to the Association. The Treasurer shall be responsible for the deposit of all monies and other valuable effects in the name and to the credit of the Association in such depositories as may, from time to time, be designated by the Board.

Section 5.7 - Contracts. Unless otherwise provided by the Board, all contracts shall be executed on behalf of the Association by either the president or vice president.

Section 5.8 - Delegation of Duties. The Association shall not delegate to any sub association of Troon Village any of its duties or obligations it may have with regard to Troon Village's responsibilities to enforce any and all matters as set forth in the declaration, Articles of Incorporation, Rules, Resolutions, Policies, Design Guidelines and these Bylaws.

## ARTICLE 6

### Amendments of the Bylaws

Section 6.1 - Amendments. These Bylaws may be altered, amended or added to by the affirmative vote of a majority of the Board at any duly called meeting of the Board, provided notice of the meeting shall contain a statement of the proposed amendment.

Section 6.2 - Inconsistencies. Notwithstanding the foregoing, these Bylaws shall not be amended to contain any provision which would be contrary to or inconsistent with the Declaration as in effect from time to time, and any provisions of or purported amendment to these Bylaws which is contrary to or inconsistent with the Declaration shall be void to the extent of such inconsistency.

## ARTICLE 7

### Construction

Section 7.1 - Priorities. Any discrepancies or conflicts between the provisions of the Arizona Revised Statutes or applicable law, the Declaration, the Articles and Bylaws, and the Association Rules shall, unless otherwise provided, be resolved by giving priority first to the Arizona Revised Statutes or applicable law, second to the Declaration, third to the Articles, fourth to the Bylaws, and fifth to the Association Rules.

Section 7.2 - Disputes. In the event of any dispute or disagreement between any Owners relating to the Property, or any questions of interpretation or application of the provisions of the Articles of Incorporation, Declaration, or these Bylaws, the determination thereof by the Board shall be final and binding on each and all Owners. If a decision cannot be reached by the Board, such matter shall be decided by Arbitration pursuant to the rules then obtaining of the American Arbitration Association.

## ARTICLE 8

Effective immediately and pursuant to Section 33-1803 of the Arizona revised Statutes, the Board of Directors shall have the power to impose monetary penalties upon the Owners of



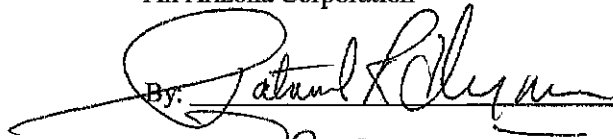
Lots for violations of the Declaration of Covenants, Conditions and Restrictions, Bylaws and Rules of the Association. This power shall apply to violations by the Owner(s) and the Owner(s) shall also be liable for any violation committee by a family member, guest, tenant or other occupant of the Lot of the Owner(s). The amount of the monetary penalties shall be determined based on the nature of the offense, the number of violations and the amount so established by the Board of Directors shall range from \$10.00 to a maximum of \$500.00 per day. The Owner(s) in question shall be given an opportunity to be heard by the Board prior to the assessing of any monetary penalties, and written notice of said hearing shall be given at least 10 days in advance of the hearing by regular mail or by hand delivery at the last-known address of the Owner(s). Once it has been determined that the Owner(s) is guilty of a continuing violation, the Board may impose reasonable daily monetary penalties for each subsequent day of the violation and such continuing penalties for each subsequent day of the violation and such continuing penalties shall continue to accrue until the Owner(s) notifies the Board that the violation has ceased and the Board has confirmed that, this, in fact, is the case. Any penalties assessed against the Owner(s) may be enforced in in any manner allowable under the law and said Owner(s) shall be liable in this manner for all violations committed by the family member, guests, tenants, or any other occupant of the Owner(s). The Board of Directors may adopt enforcement procedures to enforce this policy.

CERTIFICATION OF ADOPTION

This is to certify that the amendments contained in the foregoing Amended and Restated Bylaws were duly adopted by the Board of Directors of Troon Village Association.

DATED: MAY 22, 200~~8~~  
2006 *PT*

TROON VILLAGE ASSOCIATION  
An Arizona Corporation

By:   
Its: PRESIDENT