

FIFTH AMENDED AND RESTATED BYLAWS
OF
CASA SERENA HOMEOWNERS' ASSOCIATION, INC.

THESE FIFTH AMENDED AND RESTATED BYLAWS OF CASA SERENA HOMEOWNERS' ASSOCIATION, INC. are adopted this 18th of day of May, 2022 by majority written vote of the Members of the Association. The Bylaws of the Association adopted June 17, 1983; July 1, 1984; July 31, 1991; January 12, 1994; February 19, 2011 and at other such times are hereby amended and superseded and are no longer binding.

ARTICLE I

Plan of Lot Ownership

Section 1.1 Declaration. These Bylaws shall constitute the Bylaws of CASA SERENA HOMEOWNERS' ASSOCIATION, INC. (hereinafter referred to as the "Association"), a corporation formed pursuant to that Declaration of Covenants, Conditions and Restrictions for Casa Serena, recorded February 24, 1983 as Document No. 83-066765, records of Maricopa County, Arizona; a First Amendment was recorded June 17, 1983, as Document No. 83-236521, records of Maricopa County, Arizona; a Second Amendment was recorded July 8, 1983 as Document No. 83-267408, records of Maricopa County, Arizona; a Second Amended and Restated Declaration of Covenants, Conditions and Restrictions was recorded as Document No. 84-295830, records of Maricopa County, Arizona; a Declaration of Affirmation was recorded in Document No. 2015-0878180, records of Maricopa County, Arizona; a Second Amendment to Second Amended and Restated Declaration of Covenants, Conditions and Restrictions, recorded as Document 93-0678429, records of Maricopa County, Arizona; and an Amendment to the Declaration of Covenants, Conditions and Restrictions for Casa Serena Homeowners' Association, Inc. was recorded on February 21, 2019 as Document No. 20190117754, records of Maricopa County, Arizona, (collectively, the "Declaration").

Section 1.2. Personal Application. All present or future Owners (as defined in the Declaration), tenants, future tenants, or their employees, or any other person who might use the facilities of the Project (as defined in the Declaration), in any manner, are subject to the regulations of these Bylaws as set forth herein.

Section 1.3. Nonprofit Corporation. The Association is an Arizona not-for-profit corporation and is organized and existing under and by virtue of the laws of the State of Arizona. The address of the place of business of the Association is 8708 East Via de Cerro, Scottsdale, AZ 85258, as the same may be amended from time to time.

Section 1.4. Terms. The terms utilized in these Bylaws shall, except as otherwise provided herein, have the same meanings as set forth in the Declaration.

ARTICLE II

Membership and Voting Rights

Section 2.1 Membership. Every Owner of a Lot which is subject to assessment shall be a Member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment. If Lot ownership is vested in more than one person, then all of the persons so owning each Lot shall be Members eligible to hold office, attend meetings, and shall be accorded all other rights and obligations of Members, provided, however, that the one (1) vote for such Lot shall be cast only by the "Voting Member". If a Lot is owned by a corporation or other legal entity (e.g. a trust, partnership, limited liability company) any officer, director, trustee, beneficiary, partner, manager or member, respectively, shall be entitled to vote on behalf of the Lot if designated as the Voting Member and shall be entitled to hold office.

Section 2.2 Classes of Voting Membership. The Association shall have one class of voting membership.

Section 2.3. One Vote Per Lot. Members shall be entitled to one (1) vote for each Lot owned. The vote for such Lot shall be exercised as Owners of the Lot determine, but in no event shall more than one (1) vote be cast with respect to any Lot. The person casting a vote for a Lot shall be the "Voting Member" for that Lot. In the event that more than one vote is cast on behalf of a Lot, and the votes are not all consistent, the votes shall be deemed invalid; if the votes are consistent, only one shall be counted. The vote of a Lot whether the Lot is owned by more than one (1) individual Member shall not be divisible.

Section 2.4. Termination by Transfer. Transfer of Lot ownership, either voluntarily or by operation of law, shall terminate the Membership of the transferors thereof in the Association.

Section 2.5. Majority. A "Majority of Members" as used in these Bylaws shall mean those Members holding fifty-one percent (51%) of the votes in the Association, unless otherwise stated herein.

Section 2.6. Suspension of Vote. If payment of an Owner's Assessment is delinquent, the obligated Owner's right to vote on any matter at meeting of the Association is suspended and the number of votes required to approve a measure shall be decreased by the number of Owners who are delinquent.

ARTICLE III

Meetings of the Membership

Section 3.1. Place. All meetings of the Members shall be held at the Community Pool, or at such other place in the State of Arizona 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, or such other person designated by the Board, to mail or hand-deliver a notice of each annual or special meeting stating the date, time and place thereof to each Lot Owner of 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 designated single address of the Lot Owner as it appears on the books of the Association.

Section 3.3. Annual Meeting. An annual meeting of Members shall be held at the Community Pool, or such other place in the State of Arizona as may be fixed by the Board of Directors, and set out in the notice of meeting, on the first (1st) Saturday of March of each year, for the purpose of electing directors and transacting other business authorized to be transacted by the Members, provided however that the Board of Directors may fix the day of the annual meeting at such other date as the Board may deem appropriate.

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 at least twenty-five percent (25%) of the Members, or when so instructed by a majority of the Board of Directors.

Section 3.5. Quorum. At a meeting of the Members, fifty-one percent (51%) of Members entitled to vote at the meeting, present in person or represented by ballot, shall constitute a quorum for the transaction of business except as otherwise provided by statute, the Declaration, or the Articles of Incorporation. In the absence of a quorum, the Board may adjourn the meeting to a time not less than five (5) nor more than thirty (30) 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 notified.

Section 3.6. Voting. A Voting Member may vote by written ballot presented to the member prior to or at the meeting (in person) and executed in writing by the Voting Member. Once cast, the ballot shall be irrevocable. Memberships held by a legal personal representative or by a court-appointed receiver may be voted, by written ballot, by such representative or receiver without the transfer of such membership into the name of the trustee.

Section 3.7. Cumulative Voting. Cumulative voting is prohibited.

Section 3.8. Irregularities. All information and/or irregularities in calls, notices of meetings and in the manner of voting, form of ballots, credentials, and method of ascertaining those present, shall be deemed waived if no objection is made prior to the roll call 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.

Section 3.10. Order of Business. The order of business at annual meetings of the Owners of Lots shall be as follows:

- A. Roll call;
- B. Proof of notice of meeting or waiver of notice;
- C. Reading of minutes of preceding meeting;
- D. Reports of officers;
- E. Reports of committees;
- F. Selection of inspectors of Election;
- G. Election of directors;
- H. Unfinished business; and
- I. New business.

ARTICLE IV

Board of Directors

Section 4.1. Membership. The Board shall consist of seven (7) Members with staggered terms of three (3) years each. The Members shall be elected at the Annual Meeting. Three (3) Directors will be elected one year, two (2) Directors elected the next year and two (2) Directors elected the following year. Each member of the Board of Directors shall be an Owner of a Lot or shall be a representative of a corporation or other entity as previously defined in Section 2.1.

Section 4.2. Annual Organization Meeting. The organizational meeting of any newly elected Board of Directors shall be held within thirty (30) days of their election at such place and at such time as shall be fixed by the Directors at the meeting at which they were elected. Notice of the meeting shall comply with Section 4.6 below.

Section 4.3. Removal of Directors. Any Director may be removed in accordance with the procedures set forth in Arizona Revised Statutes Section 33-1813, as the same may be amended from time to time.

Section 4.4. Vacancies on Board of Directors. If the office of any Director or Directors 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 or successors, who shall hold office for the balance of the unexpired term.

Section 4.5. Disqualification and Resignation of Directors. Any Director may resign at any time by sending written notice of such resignation to the office of the Association, delivered to the Secretary or any other authorized Director. Unless otherwise specified therein, such resignation shall take effect upon its receipt by the Secretary or any other authorized Director. More than three (3) consecutive absences from meetings of the Board of Directors shall automatically constitute a resignation to be effective as of the conclusion of the last missed meeting. In the event a Director ceases to be an Owner of a Lot or to have an interest therein, the directorship shall immediately and automatically terminate. No member shall continue to serve on the Board should he or she be more than thirty (30) days 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 4.6. Meetings of the Board of Directors. The Board of Directors may hold meetings to be held at such time and place in the State of Arizona as the Board of Directors may designate. Notice of meetings of the Board shall be provided at least 48 hours in advance of the meeting by newsletter, conspicuous posting or any other reasonable means as determined by the Board of Directors. Notice of meetings shall nevertheless be given to each Director personally or by mail, telephone or email, at least five (5) days prior to the day named for such meeting. Failure of a Director to receive actual notice shall not act to invalidate the meeting or any action taken at the meeting.

Section 4.7. Powers and Duties. The Board of Directors shall have the powers and duties necessary for the administration of the affairs of the Association. These powers shall include 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 and operation of the Project and of the Common Areas, including the right and power to employ attorneys, accountants, contractors and other professionals as the need arises;
- C. To make and amend Rules and Regulations respecting the operation and use of the Common Areas and the Project and the use and maintenance of the Lots therein;

- D. At the discretion of the Board, to contract for the management of the Project 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;
- F. To use and disburse the proceeds of Assessments in the exercise of its powers and duties;
- G. The maintenance, repair, replacement and operation of the Common Areas;
- H. The reconstruction of Improvements after any loss and the further improvement of the Project;
- I. To enforce by legal means, if necessary, the provisions of the Declaration, the Articles of Incorporation, the Bylaws and Rules and Regulations of the Association, and other documents and laws respecting the Association and the Project;
- J. To pay taxes and assessments which are liens against any part of the Project, other than individual Lots, and to assess the same against the Lots subject to such liens;
- K. To pay the cost of all power, water, sewer and other utility services rendered to the Project and not metered and billed to individual Lots; and
- L. To select the officers of the Association.

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 to the Director. If all the Directors are present at any meeting of the Board, no notice to the Directors 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. Once a quorum has been established, the departure of one or more Board Members from the meeting shall not prevent the Board from conducting business as though a quorum had been maintained. 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. Fidelity Bonds. The Board of Directors shall require that the Association's insurer provide employee theft coverage

Section 4.11. Emergency Meetings. An emergency meeting of the Board of Directors may be called to discuss business or take action that cannot be delayed for the forty-eight hours required for notice. At any emergency meeting called by the Board of Directors, the Board of Directors may act only on emergency matters. The minutes of the emergency meeting

shall state the reason necessitating the emergency meeting. The minutes of the emergency meeting shall be read and approved at the next meeting of the Board of Directors.

Section 4.12. Format of Meetings. Meetings of the Board of Directors, including meetings in executive session, may be held in person or may be held pursuant to A.R.S. 33-1804, as amended. A quorum of the Board of Directors may meet by means of a telephone or video conference if a speakerphone is available in the meeting room that allows Board Members and Owners of Lots to hear all parties who are speaking during the meeting.

ARTICLE V

Officers

Section 5.1. Elective Officers. The principal officers of the Corporation shall be President, Vice President, Secretary and Treasurer.

Section 5.2. Term. The officers of the Association shall hold office for one year or 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. The President. The President shall be the chief executive officer of the Association and shall preside at all meetings of the Members and of the Board of Directors. The President shall have executive powers and general supervisory authority over the affairs of the Association.

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

Section 5.5. The Secretary. The Secretary shall issue notices of all meetings of the Members and Board of Directors and shall attend and keep the minutes of the same and shall have charge of all of the Association's books, records and papers.

Section 5.6. The Treasurer.

The Treasurer shall

- i. endeavor to obtain an understanding of the financial position and operations of the Association;
- ii. monitor the status of all Association funds, expenses and liabilities;
- iii. assist in preparing a proposed annual budget;
- iv. at each meeting of the Board and of the annual meeting of the Members report on the status of Association's expenses, assets and liabilities; and
- v. oversee the work product of the Association's bookkeeper.

Section 5.7. The President, Vice President and Secretary must be members of the Board of Directors. The Treasurer may, but need not be, a member of the Board of Directors but must be a Lot Owner.

ARTICLE VI

Fiscal Management

Section 6.1. Depositories. The funds of the Association shall be deposited in such banks and depositories as may be determined by the Board of Directors from time to time, upon resolution approved by the Board of Directors, and shall be withdrawn only upon checks and demands for money signed by such officer or officers of the Association as may be designated by the Board of Directors.

Section 6.2. 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 6.3. Mortgage. Upon approval of a majority of the Owners by written ballot, the Board of Directors may borrow funds in the name of the Association to carry out the purposes and powers of the Association. The Board of Directors may grant a mortgage to the lender secured by the assets of the Association, including the common areas.

ARTICLE VII

Designation of Mailing Address

Lot Owners have the affirmative obligation of providing the Association, in writing, with any applicable updates to the Lot Owner(s)' mailing address.

ARTICLE VIII

Amendments of the Bylaws

These Bylaws may be altered, amended or added to by the affirmative vote of a majority of the Members at any duly called meeting of the Members at which a quorum is present, provided notice of the meeting shall contain a statement of the proposed amendment.

ARTICLE IX

Indemnification

The Association shall indemnify every Director and every Officer, his or her heirs, executors

and administrators, against all losses, attorney fees, costs and expenses, reasonably incurred by him or her in connection with any action, suit, appeal, receivership or proceeding to which he or she may be made a party, by reason of his or her being or having been a Director or Officer of the Association, as provided in the Articles of Incorporation of the Association.

ARTICLE X

Construction

Section 10.1. Priorities. Any discrepancies or conflicts between the provisions of the Arizona Revised Statutes or applicable law, the Declaration, the Articles and Bylaws, and the Rules and Regulations of the Association 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 Rules and Regulations.

Section 10.2. Inconsistencies. Notwithstanding the foregoing, these Bylaws shall not be amended to contain any provision which would be contrary to or inconsistent with the Declaration and/or Articles of Incorporation 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 and/or Articles of Incorporation shall be void to the extent of such inconsistency.

Dated this 19th day of May, 2022.

CASA SERENA HOMEOWNERS' ASSOCIATION, INC.



Paul Anderson
Its Secretary