

**BY-LAWS OF
RIO VERDE RANCHOS
PROPERTY OWNERS ASSOCIATION, INC.**

ARTICLE I – DOCUMENTS

1. Articles of Incorporation. Filed with the Arizona Corporation Commission August 3, 1994 – 0723568-0.
2. Declaration of Covenants, Conditions and Restrictions. Filed with the Yavapai County Recorder June 14, 2004 – 3729984 Book 4157 Page 408 : 24 pages.

ARTICLE II - MEETINGS

1. Annual General Meeting. There will be an annual meeting of the property owners prior to the end of each year to elect a Board of Directors for the following year. Notice shall be given at least 10 days in advance. At this meeting, after the election, the new Board will hold a meeting to elect officers and conduct any necessary business. Ten percent (10%) or four property owners, either present or by proxy, shall be required for a quorum. At least three (3) candidates with the most votes up to seven (7) shall be elected Directors. Owners in arrears may not vote or be a Director.
2. Special Meetings. Special meetings may be called by 67% of the property owners or the majority of the Board of Directors to discuss reasonable business approved by a majority present.
3. Board Meetings. The Board of Directors will hold additional meetings as necessary though out the year. These meetings can be attended by anyone. However, the Board may go into closed Executive Session to discuss certain private issues. A majority of Directors present is a quorum and all approvals require a simple majority of the Directors present.
4. Board Voting without a Meeting. The Board may vote by telephone or e-mail to vote on urgent issues without a meeting, however 100% of Director approval is required.

ARTICLE III - DIRECTORS

1. Management. The control and management of the property, affairs and business of the Association shall be vested in a Board of Directors of not less than three (3) nor more than seven (7) members as specified in the Articles of Incorporation. The Board of Directors shall hold office until the next annual meeting of the members.
2. Quorum. A quorum for the transaction of business at any meeting of the Directors shall consist of a majority of the Board of Directors then in office.
3. Annual and Regular Meetings. An annual meeting of the Directors shall be held immediately after the adjournment of, and at the place of, the annual meeting of the members. Additional regular meetings of the Directors may be held without notice at regular intervals at such places and at such times as the Board of Directors may from time to time by resolution provide.
4. Vacancies. In the event of the death, resignation, or discharge of a Director for any reason, such vacancy shall be filled by vote of the majority of the Directors present at a properly called meeting of the Board of Directors, and the Director elected to fill such a vacancy shall complete the term of office of the Director so replaced.
5. Expenses. No Director shall receive compensation for any service he may render to the Association as a Director. However, any Director may be reimbursed for his actual and reasonable expenses incurred in the performance of his duties.

ARTICLE IV - OFFICERS

1. Designation of Officers. The Directors shall elect the officers of the Association at an annual meeting of the Board of Directors; provided, however, that elections of additional officers may be held at any other meeting of the Board specifically called for such purpose. The officers of the Association shall consist of a President, Vice President, Secretary and Treasurer, any two (2) of which offices, other than President and Secretary, may be held by one (1) person. The elected or appointed officers of the Association must be members.

2. Duties of Certain Officers.

(a) President. The President shall be the chief executive of the Association. He shall preside at all meeting of the Board of Directors; shall be ex officio a member of all standing or special committees; shall have general charge of the activities of the Association; shall sign on behalf of the Association all contracts and other written instruments to be executed by the Association; and shall see that all resolutions of the Board are carried into effect. He shall do and perform such other acts and duties as may be required of him by the Board of Directors, but his authority shall be subject to the control and direction of the Board of Directors at all times.

(b) Vice-President. The Vice President, in the absence or disability of the President, shall perform the duties and exercise the powers of the President, and shall perform such other duties as the Board of Directors shall prescribe.

(c) Secretary. The Secretary shall keep a permanent and complete record of all proceedings of each meeting of the members and each meeting of the Board of Directors; shall give or cause to be given, when required, notice of all meetings of the members and notice of all meetings of the Board; shall keep an accurate list of all members of the Association and their addresses, and shall perform such other duties as may be prescribed by the Board of Directors or the President.

(d) Treasurer. The Treasurer shall have custody of the Associations funds and shall keep full and accurate accounts of receipts and disbursements, and shall deposit all monies and other valuable effects in the name and to the credit of the Association in such depositories as may be designated by the Board of Directors. He shall disburse the funds of the Association as may be ordered by the Board, demanding proper vouchers for such disbursements. He shall prepare and submit a written financial report at each annual meeting of the members, and shall render to the President an account of all his transactions as Treasurer and such additional reports of the financial condition of the Association as the Board may require. He shall prepare a draft budget each year to be approved by the Board. He shall issue billing statements to owners, collect and deposit all assessments. He shall maintain current contact information of each owner and supply this to the Secretary as requested.

3. Other Employees. The Board of Directors may engage the services of such other employees, including but not limited to an Executive Secretary as well as a Manager, as may from time to time be deemed necessary or advisable for the objects and purposes of the Association.

4. Removal of Officers; Vacancies. All officers, agents and employees shall be subject to removal at any time by the affirmative vote of the majority of the members of the Board of Directors, then in office. Any vacancy caused by removal, resignation, death of for any other reason whatsoever may be filled by the Board of Directors as the Board may deem appropriate.

5. Committees. The Association shall have as a standing committee an Architectural Committees as provided in the Declaration. In addition, the Board shall from time to time appoint other committees as deemed appropriate in carrying out its purpose such as landscape maintenance.

ARTICLE V - ASSESSMENTS

The Board shall prepare an estimated annual budget for each fiscal year for the Association. Such budget shall take into account the estimated expenses and cash requirements for the year and for each month thereof. The annual budget may provide for a reserve for contingencies in such reasonable amounts as may be determined by the Board. To the extent that assessments and other cash collections from the members during the preceding year shall be more or less then the

expenditures for such preceding year, the surplus or deficit, as the case may be, shall also be taken into account.

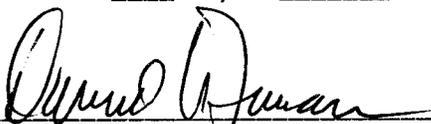
ARTICLE VI - AMENDMENTS

These Bylaws may be amended by the affirmative vote of a majority of the Board of Directors. These Bylaws may not be amended insofar as such amendment would be inconsistent with the Declaration or the Articles.

CERTIFICATION OF ADOPTION

This is to certify that the foregoing Bylaws were duly adopted by the Board of Directors of Rio Verde Ranchos Property Owners Association pursuant to an Action by Unanimous Written Consent of the Board of Directors.

DATED this 23rd day of SEPT. 2015.



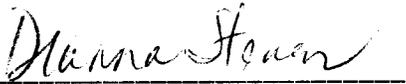
Dave Freeman, President



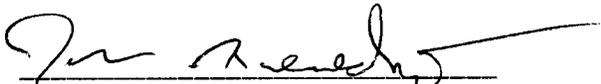
Rick Westberg, Vice-President



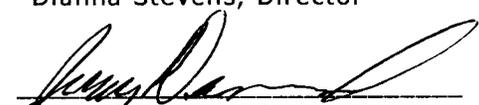
Nils Anderson, Treasurer



Dianna Stevens, Director



Jim Meredith, Secretary



Jerry Desmond, Director