

**AMENDED AND RESTATED BYLAWS
OF
RUBY STAR AIRPARK PROPERTY OWNERS ASSOCIATION**

**ARTICLE I
NAME AND LOCATION**

The name of this corporation is Ruby Star Airpark Property Owners' Association, an Arizona nonprofit corporation, hereinafter referred to as the "Association". The principal office of the Association shall be located in Pima County, Arizona and meetings of Members and the Board may be held at such places within Pima County, Arizona as may be designated by the Board.

**ARTICLE II
DEFINITIONS**

Capitalized terms used herein shall have the same definitions as set forth in Article 1 of the Declaration of Establishment of Covenants, Conditions, Reservations and Restrictions for Ruby Star Airpark recorded in Docket 11248 at page 336 in the official records of Pima County Arizona, and any amendments thereto.

**ARTICLE III
MEETING OF MEMBERS**

Section 1. Annual Meeting. The annual meeting of the Members shall be held in the fourth quarter of each year.

Section 2. Special Meetings. Special meetings of the Members may be called at any time by the President, a majority of the Board, or upon the written request of Members entitled to cast one-tenth (1/10) of the total votes in the Association.

Section 3. Notice of Meetings. Written notice of each meeting of the Members shall be provided by, or at the direction of, the Secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least ten (10) but not more than fifty (50) days before such meeting, to each Member entitled to vote thereat. Such notice shall specify the place, day and hour of the meeting and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence of Members, in person or by absentee ballot, entitled to cast ten percent (10%) of the total votes in the Association shall constitute a quorum for any action, except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. If such quorum shall not be present or represented at any meeting, the Members entitled to vote who are present shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented; provided, however, that if the adjournment is for more than thirty (30) days, notice of the new meeting time shall be given to each Member entitled to vote at the meeting.

Section 5. Voting by Members.

A. Voting Rights. Subject to subsection E of this Section 5, each Member shall be entitled to one (1) vote for each Lot owned by such Member; provided, however, that no more than one (1) vote may be cast for a Lot. When more than one (1) person or entity holds an interest in any Lot, the vote for that Lot shall be exercised as agreed upon by the Owners thereof. If any Member casts a vote representing a certain Lot, it will be conclusively presumed for all purposes that such Member was acting with the authority and consent of other Owners of the same Lot ("Co-Owners") unless an objection or protest is made by a Co-Owner prior to the completion of the vote, in which case no vote for that Lot shall be counted. In the event that more than one (1) vote is cast for a particular Lot, none of said votes shall be counted.

B. Action at Meeting. In any action on a matter submitted to a vote of the Membership at a meeting, Members may vote in person or by absentee ballot in conformance with the requirements of A.R.S. §33-1812 and A.R.S. §10-3708. The Board of Directors may allow absentee ballots to be cast via online voting, email or fax, in addition to U.S. mail and hand-delivery.

C. Action without Meeting. Except as otherwise required by law, any vote of the Members may be taken by written ballot in conformance with the following requirements: (1) the Association delivers a written ballot to every Member eligible to vote on the matter, giving the Member an opportunity to vote for or against the proposed action, and setting forth the proposed action, the number of responses needed to meet quorum requirements, the percentage of approvals needed to approve the matter, and the time by which a ballot must be delivered in order to be counted, which shall be not fewer than three (3) days after the Association delivered the ballot to the Members; (2) the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action; (3) the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot; and (4) all other requirements of law are met.

D. Voting in Elections of Directors. Voting in elections of directors shall be by secret ballot. In any such election, each Owner shall be entitled to cast the number of votes attributable to such Owner multiplied by the number of directors to be elected. Cumulative voting is not allowed.

E. Suspension of Voting Rights. The voting rights of a Member shall be automatically suspended during any period in which such Member is in default in the payment of any assessment levied by the Association.

ARTICLE IV

BOARD OF DIRECTORS; SELECTION; TERM OF OFFICE

Section 1. Nominations. The Secretary shall issue, or cause to have issued, a call for candidates for election to the Board no less than eight (8) weeks prior to the annual meeting of the Members. A Member in good standing may submit his/her name as a candidate for election to the Board as directed by the Association no less than four (4) weeks prior to the annual meeting of the Members.

Section 2. Number and Qualifications of Directors. The affairs of the Association shall be managed by a Board consisting of not less than three (3) nor more than five (5) directors, all of who shall be Members in good standing at the time of their election, or authorized representatives of same if other than natural persons. The Board may increase or decrease the number of directors consistent with this

subsection to become effective at the next annual meeting of the Members; provided, however, that no decrease in the number of directors may result in shortening the term of any director then in office.

Section 3. Term of Office. The term of each director shall be three (3) years. The terms of directors shall be staggered and if necessary, the Board may select which directors shall serve for less than a three-year term in order to re-establish such staggered terms.

Section 4. Removal; Vacancies. Any director may be removed from the Board, with or without cause, in conformance with the procedures set forth in A.R.S. §33-1813. In the event of death, resignation or removal of a director, his/her successor shall be selected by the remaining members of the Board, even if less than a quorum, and shall serve for the unexpired term of his/her predecessor.

Section 5. Compensation. No director shall receive compensation for any service he/she may render to the Association that is within his/her duties as a director. However, any director may be reimbursed for his/her actual expenses incurred in the performance his/her duties.

ARTICLE V MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board shall be held at least once per calendar year at such place and hour as may be fixed from time to time by resolution of the Board.

Section 2. Special Meetings. Special meetings of the Board shall be held when called by the President or by any two (2) directors, after not less than three (3) days' written notice to each Director.

Section 3. Quorum. A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present (in person or by any means of communication by which all directors participating may simultaneously hear each other during the meeting) shall be regarded as an act of the Board.

Section 4. Action Taken Without a Meeting. The Board shall have the right to take any action in the absence of a meeting which could be taken at a meeting by obtaining the written approval of all the directors as long as such action was previously addressed at an open meeting, or circumstances require immediate action by the Board. Each director's written approval to any such action shall be attached to the minutes of the Board meeting immediately subsequent thereto.

Section 5. Notice to Members. Written notice of Board meetings shall be given to Members at least forty-eight (48) hours in advance of such meetings by conspicuous posting or any other reasonable means as determined by the Board, except if emergency circumstances require action by the Board before notice can be given. If a Board meeting is to be closed to Members, such notice shall also include the reason that the meeting is closed pursuant to Section 7 of this Article.

Section 6. Open Meetings. Except as to those matters set forth in Section 7 of this Article, regular and special meetings of the Board shall be open to all Members or any person designated by a Member in writing as the Member's representative, and an agenda for the meeting shall be made available to those attending. Members or their designated representatives shall have the opportunity to speak before

the Board takes action on any matter. The Board may establish reasonable rules for such Member participation including, but not limited to, limitations on the number of persons speaking on any issue and the amount of time allocated for that purpose.

Section 7. Closed Meetings. Any portion of a meeting may be closed to Members if such portion of the meeting is limited to consideration of one or more of the following:

- (a) Legal advice from an attorney for the Board or the Association.
- (b) Pending or contemplated litigation.
- (c) Personal, health or financial information about an individual Member of the association, an individual employee of the association or an individual employee of a contractor for the association, including records of the association directly related to the personal, health or financial information about an individual Member of the association, an individual employee of the association or an individual employee of a contractor for the association.
- (d) Matters relating to the job performance of, compensation of, health records of or specific complaints against an individual employee of the association or an individual employee of a contractor of the association who works under the direction of the association.
- (e) Discussion of a Member's appeal of any violation cited or penalty imposed by the association except on request of the affected Member that the meeting be held in an open session.

ARTICLE VI

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. In addition to all other powers, the Board shall have the power to:

(a) adopt and publish rules and regulations governing the use of the Association Properties and related facilities, and the personal conduct of the Members and their guests thereon, and to establish penalties for the infraction thereof ;

(b) Suspend a Member's right to use the Association's airport facilities, for a period not to exceed sixty (60) days, after providing the Member with notice and a hearing, for any infraction of published rules and regulations;

(c) exercise for the Association all powers, duties and authority vested in or delegated to the Association and not reserved to the Members by other provisions of these Bylaws, the Articles of Incorporation, or the Declaration;

(d) declare the office of a member of the Board to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board;

(e) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties; and

(f) grant easements over, across or under the Association Properties for public utilities, ingress, egress and such other purposes as may be deemed advisable by the Board.

Section 2. Duties. It shall be the duty of the Board to:

- (a) fix the amount of the annual assessment against each Lot and send written notice of each assessment to every Owner subject thereto;
- (b) foreclose the lien against any Lot in conformance with A.R.S. §33-1807 or bring an action at law against the Owner personally obligated to pay the same, provided same is cost effective in the sole discretion of the Board;
- (c) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;
- (d) procure and maintain liability and hazard insurance on property owned by the Association in the amounts required by the Declaration or otherwise determined by the Board in its sole discretion;
- (e) cause all officers or employees having fiscal responsibilities to be bonded as the Board may deem appropriate; and
- (f) cause the Association Properties, and any other areas for which the Association is responsible, to be maintained.

ARTICLE VII
OFFICERS AND THEIR DUTIES; COMMITTEES

Section 1. Enumeration of Offices. The officers of the Association shall be a President and Vice-president, who shall at all times be members of the Board, a Secretary, a Treasurer, and such other officers as the Board may from time to time by resolution create. The same individual may simultaneously hold more than one (1) office except the offices of President and Vice-President.

Section 2. Election of Officers. The officers shall be elected by the Board at its first open meeting after the annual meeting of the Members.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he/she shall sooner resign, be removed, or be otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office shall be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he/she replaces.

Section 7. Duties. The duties of the officers are as follows:

PRESIDENT

- (a) The President shall preside at all meetings of the Board; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments; and shall co-sign all promissory notes and checks except to the extent that such authority has been delegated to a property management company as set forth in subsection (d) of this Section 7.

VICE-PRESIDENT

- (b) The Vice-President shall act in the place and stead of the President in the event of his/her absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required by the Board.

SECRETARY

- (c) The Secretary shall cause to be kept a record of the votes and the minutes of all meetings and proceedings of the Board and of the Members; shall cause notice of meetings of the Board and of the Members to be served; shall cause to be kept appropriate current records showing the Members of the Association together with their addresses; and shall perform such other duties as required by the Board.

TREASURER

- (d) The Treasurer shall oversee that the receipt and deposit in appropriate bank accounts of all monies of the Association and shall disburse such funds as directed by resolution of the Board; shall sign all promissory notes and checks of the Association (except to the extent that the Treasurer and President have delegated the authority to a property management company to issue payment of general operating expenses); shall cause to be kept proper books of account; shall cause an annual review of the Association books to be made by a public accountant within one-hundred and eighty (180) days of the completion of each fiscal year; and shall direct that an annual budget and a statement of income and expenditures be provided to Members at their annual meeting.

Section 8. Committees of the Board. The Board shall establish committees and appoint Members thereto as deemed appropriate in carrying out its purpose.

ARTICLE VIII
BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any Member within ten (10) business days after a written request by such Member, subject to the limitations set forth in A.R.S. §33-1805. Upon written request for copies of Association records by a Member, the Association shall have ten (10) business days to provide such copies, and may charge a fee therefor of not more than fifteen cents (\$.15) per page.

ARTICLE IX
AMENDMENTS; CONFLICTS

Section 1. Amendments. These Bylaws may be amended by the Board subject to amendment or repeal by the vote of not less than two-thirds (2/3) of Members eligible to vote and voting on the matter.

Section 2. Conflicts in Governing Documents. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles of Incorporation shall control; and in the case of any conflict between the Declaration and these Bylaws or the Articles of Incorporation, the Declaration shall control.

ARTICLE X
MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

Section 2. Annual Financial Review. The Board of Directors shall cause an audit, compilation or review of the Association books to be made within one-hundred and eighty (180) days of the end each fiscal year.

Section 3. Notice. Except for notice given pursuant to Article V, Section 5, all notices, demands, statements or other communications required to be given or served under these Bylaws shall be in writing and shall be deemed to have been duly given and served if delivered personally or sent by U.S. Mail, postage prepaid; (1) if to an Owner, at the address that the Owner shall designate in writing and file with the Secretary or, if no such address is designated, at the mailing address reflected in the records of the Pima County Assessor associated with the Owner's property; or (ii) if to the Association, to the manager employed by the Association with respect to management of the Association Properties, at the principal office of the manager or such other address as shall be designated by notice in writing to the Owners. A notice given by mail, whether regular, certified or registered, shall be deemed to have been received by the person to whom the notice is addressed on the earlier of the date the notice is actually received or three (3) days after the notice is mailed. If a Lot is owned by more than one (1) person, notice to one (1) of the Owners of the Lot shall constitute notice to all the Owners of the Lot.

The undersigned certify that these Amended and Restated Bylaws were approved by the Board of Directors at an open meeting held on the 12th day of October, 2023.

By:  *Jerry Hain* 11/13/23

President – Jerry Hain

By:  *Teresa Williams* 11/13/23

Secretary – Teresa Williams