

**BYLAWS  
OF  
HAWES MANOR HOMEOWNERS ASSOCIATION**

**ARTICLE I  
PLAN OF LOT OWNERSHIP**

Section 1.1 Name and Location. These Bylaws shall constitute the Bylaws of Hawes Manor Homeowners Association (the "Association"), a corporation formed pursuant to any Covenants, Conditions, Restrictions and Easements now or hereafter recorded in the records of the County Records of Maricopa County, Arizona, as (the "Declaration"), for that subdivision recorded and to be known as Hawes Manor (the "Project").

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

Section 1.3 Non-Profit Corporation. The Association is an Arizona non-profit corporation, and is organized and existing under and by virtue of the laws of the State of Arizona as same pertain to the application of corporate activities and the Project. The office of the Association shall be located at 3908 E. Nora Circle Mesa but meetings of the Members and Directors may be held at such places within the State of Arizona, County of Maricopa, as may be designated by the Board of Directors.

Section 1.4 Terms. Capitalized terms utilized without definition in these Bylaws shall, except as otherwise provided herein, have the meanings set forth in the Declaration.

**ARTICLE II  
MEETINGS OF THE MEMBERSHIP**

Section 2.1 Place. All meetings of the Members shall be held at the Project, or at such other place as shall be designated by the Board of Directors of the Association and stated in the Notice of Meeting.

Section 2.2 Annual Meeting. An annual meeting of Members shall be held during the month of January of each year, for the purpose of electing Directors and transacting other business authorized to be transacted by the Members.

Section 2.3 Special Meetings. Special meetings of the Members, for any propose or purposes, may be called by the President of the Board of Directors, by a majority of the Board of Directors, or upon written request of the Members who are entitled to vote one-

fourth (1/4) of all of the votes of the Class A Membership.

Section 2.4 Notices and Quorums. Written notice of any annual or special meeting shall be sent to all Members not less than thirty (30) days nor more than sixty (60) days in advance of the meeting. At the first such meeting called, the presence of Members or of proxies entitled to cast twenty five per cent (25%) of all the votes of each class of membership shall constitute a quorum. At all subsequent meetings, the presence of Members or proxies entitled to cast ten per cent (10%) of all of the votes of each class of membership shall constitute a quorum.

If the required quorum is not present, another meeting may be called subject to the same notice requirement, and the required quorum at the subsequent meeting shall be one half (1/2) of the required quorum at the preceding meeting. No such subsequent meeting shall be held more than sixty (60) days following the preceding meeting. Written notice of each such meeting shall be given by, or at the direction of, the Secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, to each Member entitled to vote at such meeting, addressed to the Member's address last appearing on the books of the Association, or supplied by such Member to the Association for the purpose of notice. 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, and such other information as may be required by law.

Section 2.5 Proxies. At all meetings of Members, each member and/or entity entitled to vote at such meeting (herein, a "Voting Member") may vote in person or by proxy. All proxies shall be in writing and shall be filed with the Secretary before or at the time of the meeting. Every proxy shall be revocable and shall automatically terminate upon conveyance by the Member of the Member's Lot or eleven (11) months from the date of its execution, unless otherwise provided in the proxy. Memberships held by a legal personal representative or by a court appointed receiver may be voted, in person or by proxy, by such representative or receiver without the transfer of such Membership into the name of the trustee, except pursuant to a valid voting trust agreement.

Section 2.6 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 Voting Members entitled to vote with respect to the subject matter of such consent.

Section 2.7 Irregularities. All information and/or irregularities in calls, notices of meetings and in the manner of voting, form of proxies, 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 2.8 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.