

SONORA HOMEOWNERS ASSOCIATION
A Nonprofit Corporation
BOARD OF DIRECTORS RESOLUTION

Resolution No.: 2026-04

Date: April 10, 2026

RESOLUTION TO RECONSTITUTE AND RESTORE A FUNCTIONING BOARD OF DIRECTORS

RECITALS

WHEREAS, resignations of multiple directors have reduced the number of sitting members of the Board of Directors (“Board”) to fewer than the quorum required under the Association’s governing documents and applicable Arizona law; and

WHEREAS, Arizona Revised Statutes § 10-3811(A)(3) authorizes the remaining directors of a nonprofit corporation, even when fewer than a quorum, to fill vacancies on the Board by the affirmative vote of a majority of the remaining directors; and

WHEREAS, the Board desires to act in full compliance with Arizona law to restore a functioning Board of Directors and ensure the continuity and stability of the Association’s governance; and

WHEREAS, **Tracey Watson**, **Lizanne Trembl**, and **Don McKenzie**, members in good standing of the Sonora Homeowners Association, have expressed their willingness to serve on the Board of Directors;

NOW, THEREFORE, BE IT RESOLVED THAT:

1. Pursuant to **ARS § 10-3811(A)(3)** and the limited authority of the remaining directors to reconstitute the Board, the following individuals are hereby appointed to the **Sonora Homeowners Association Board of Directors**, effective immediately:
 - **Tracey Watson**, residing at 21815 N. Inca Court
 - **Lizanne Trembl**, residing at 15431 W. Domingo Lane
 - **Don McKenzie**, residing at 15445 W. Via Manana
2. These appointments are made for the purpose of restoring a quorum of the Board, after which the Board shall resume normal operations in accordance with the Association’s Bylaws and applicable law.

3. The officers of the Association shall be elected by the reconstituted Board at the earliest practicable meeting following restoration of quorum.

CERTIFICATION OF ADOPTION

The undersigned hereby certify that the foregoing Resolution was duly adopted by the remaining members of the Board of Directors of the Sonora Homeowners Association at a meeting held on **April 10, 2026**, pursuant to their limited statutory authority to fill vacancies, at which a quorum was not present.

Richella Archer

Secretary, Board of Directors

Date: 04-10-2026

Jerry R. Noonan

Jerry R. Noonan

Interim President

Date: 4-10-2026