

AMENDED AND RESTATED

BYLAWS OF

LAS SOLANAS—BLOCK ONE ASSOCIATION

an Arizona non-profit corporation

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3 **AMENDED AND RESTATED BYLAWS OF**
4 **LAS SOLANAS--BLOCK ONE ASSOCIATION**
5

6 **ARTICLE I.**
7 **INTRODUCTION**
8

9 1.1 Scope. These Bylaws shall govern the operation of Las Solanas--Block One
10 Association (the "Association"), an Arizona nonprofit corporation created pursuant to the
11 Articles of Incorporation under the provisions of Title 10, Chapter 25 of the Arizona Revised
12 Statutes. The use of the Properties for the benefit of the Members is governed by the
13 Amended and Restated Declaration of Covenants, Conditions and Restrictions for Las Solanas--
14 Block One, recorded on _____ in Sequence No. _____,
15 office of the Pima County Recorder, and all amendments thereto (the "Declaration"). All
16 references to the Declaration shall include any amendments.
17

18 1.2 Principal Office. The principal office of the Association shall be located in Pima
19 County, Arizona. Meetings of Members and Directors may be held at any place within the State
20 of Arizona, County of Pima which is designated by the Board of Directors.
21

22 **ARTICLE II.**
23 **DEFINITIONS**
24

25 Capitalized terms used in these Bylaws without definition shall have the meanings
26 specified for such terms in the Declaration. As used in these Bylaws, the term "Eligible Votes"
27 means the total number of votes entitled to be cast by Members as of the record date for
28 determining the Members entitled to vote at a meeting or with respect to any other lawful
29 action including, but not limited to, action by written ballot or written consent.
30

31 **ARTICLE III.**
32 **MEMBERSHIP**
33

34 3.1 Members. A Member is a person who is entitled to membership as set forth in
35 the Declaration and Articles. Where title to a Lot is held in more than one name, such owners
36 shall be deemed to be one Person for the purpose of membership in the Association.
37 Membership in the Association is subject to the following restrictions and qualifications:
38

39 3.1.1 The transfer of title to any Lot automatically transfers the Membership to
40 the new Owner.
41

1 3.1.2 The privileges of Members shall be to vote (in accordance with Article V),
2 to hold office, and to benefit from the Common Areas, subject to the Governing Documents.
3

4 3.1.3 The voting rights of any Owner shall be suspended for any period in
5 which the Assessment against his/her Lot remains unpaid.
6

7 3.1.4 An Owner's right to use the recreational amenities in the Common Area
8 may be suspending for any period in which the Assessment against his/her Lot remains unpaid.
9

10 **ARTICLE IV.**
11 **MEETINGS OF MEMBERS**
12

13 4.1 Annual Meetings. The Annual Meeting of the Members shall be held during the
14 month of September of each year, at a date, time, and place designated by the Board of
15 Directors.
16

17 4.2 Special Meetings. Special meetings of the Members may be called at any time by
18 the President, or in his/her absence or disability, by the Vice President at the request of the
19 Board, or upon written demand signed by Members having at least 25% of the Eligible Votes.
20 The Members' meeting demand must be delivered to any corporate officer with a statement
21 describing the purpose(s) for which the meeting is to be held. The meeting shall be scheduled
22 by the Board within 30 days from receipt of the demand. The close of business on the day
23 before delivery of the demand for a special meeting shall be the record date for the purpose of
24 determining whether the demand for the special meeting has been signed by Members having
25 at least 25% of the Eligible Votes.
26

27 4.3 Notice of Meetings. Written notice of each meeting of the Members shall be
28 given by or at the direction of the Secretary, by mailing or hand delivering a copy of the notice
29 to each Member, at least 10 but not more than 50 days before such meeting. The notice of the
30 meeting must be addressed to the Member at the address which is reflected in the
31 Association's books and records. Such notice shall specify the place, day and hour of the
32 meeting, and, in the case of a special meeting, the purpose of the meeting. When a meeting is
33 adjourned to another time or place, it is not necessary to send another notice to the Members
34 of the adjourned meeting if the time and place of the meeting are announced at the meeting at
35 which the adjournment is taken. At the adjourned meeting, the Association may transact any
36 business which might have been transacted at the original meeting. However, if the
37 adjournment is for more than 30 days, a notice of the adjourned meeting shall be given to each
38 Member. By attending a meeting, a Member waives any right he/she may have to object to the
39 meeting on the basis that the meeting was not noticed in accordance with the Bylaws or
40 statutes of the State of Arizona.
41

1 4.4 Quorum. Except as otherwise provided in the Articles, the Declaration or the
2 Bylaws, the presence in person or by absentee ballot of Members entitled to cast at least 25%
3 of the votes in the Association shall constitute a quorum at any meeting of the Members. If a
4 quorum is not present at any meeting, the Members who are entitled to vote at the meeting
5 can vote to adjourn the meeting in accordance with the applicable provisions of Section 4.3.
6

7 4.5 Procedures for Meetings. The President shall preside over all meetings of the
8 Members. If the President is not present, then the Vice President shall preside over the
9 meeting. The Secretary (or his/her designee) shall attend each meeting of the Members and
10 take and prepare minutes reflecting the actions taken at the meeting. If the Secretary (or
11 his/her designee) is not present, then the Chair of the meeting shall appoint another person or
12 officer to act as the recording secretary and to perform the functions of the Secretary. The
13 presiding officer may designate the Association's Attorney as the presiding officer at any
14 meeting of Members at his/her discretion.
15

16 **ARTICLE V.**
17 **VOTING**
18

19 5.1 Voting Rights. Regardless of the number of individual owners, there shall be one
20 vote allowed for each Lot. When more than one Person holds an interest in any Lot, the vote
21 for that Lot shall be exercised as agreed upon by the Owners, but in no event shall more than
22 one vote per Lot be cast. If the owners of a Lot cannot agree on how to cast any vote, they will
23 lose their right to vote on the matter in question. If any Member casts a vote on a particular
24 matter, it will conclusively be presumed for all purposes that the Person casting the vote was
25 acting with the authority and consent of all of the Owners of the Lot, unless an objection by any
26 other Owner is made at the time the vote is cast. In the event that more than the allocated
27 votes are cast for a particular Lot, none of the votes shall be counted and all of the votes shall
28 be deemed void.
29

30 5.1.1 At any meeting of the Members, the Members shall be entitled to vote on
31 each matter brought before the membership. A majority of the Eligible Votes cast by the
32 Members at such meeting, provided there is a quorum, shall be the act of the membership,
33 except as otherwise provided in the Declaration, the Articles of Incorporation, these Bylaws or
34 by statute.
35

36 5.1.2 Voting for the members of the Board of Directors shall take place, in
37 accordance with these Bylaws by written ballot (without a meeting), or by voting at the Annual
38 Meeting in person or by absentee ballot, and the results shall be made known upon the
39 tabulation and certification of the election by the Election Committee.
40
41
42

1 5.2 Voting Procedure.

2
3 5.2.1 Absentee Ballots. The Board shall provide for votes to be cast by
4 absentee ballot at any meeting of the Association. When absentee ballots are used, the
5 following procedure shall apply:

6
7 5.2.1.1 The absentee ballot shall set forth each proposed action to be
8 taken at the meeting.

9
10 5.2.1.2 The absentee ballot shall provide an opportunity to vote for or
11 against each proposed action.

12
13 5.2.1.3 The absentee ballot is valid for only one specified election or
14 meeting of the Members and expires automatically after the completion
15 of the election or meeting.

16
17 5.2.1.4 The absentee ballot must specify the time and date by which
18 the ballot must be delivered to the Board in order to be counted. Ballots
19 received after this date shall not be counted.

20
21 5.2.1.5 Absentee ballots must be sent to Members at least 10 days
22 but not more than 30 days prior to the date of the election or vote on an
23 issue, and the date set for the tabulation of the ballots shall be stated on
24 the ballot.

25
26 5.2.1.6 Absentee ballots shall be valid for the purpose of establishing
27 a quorum for the vote or election.

28
29 5.2.1.7 The absentee ballot cannot authorize another person to cast
30 votes on behalf of the Member.

31
32 5.2.2 Written Ballot. Any action that the Association Members may take at any
33 annual or special meeting may be taken without a meeting if the Association delivers a written
34 ballot to every Member entitled to vote on the matter.

35
36 5.2.2.1 A written ballot shall:

37
38 (A) Set forth each proposed action.

39
40 (B) Provide an opportunity to vote for or against each
41 proposed action.
42

1 5.2.2.2 Approval by written ballot is valid only if both:
2

3 (A) The number of votes cast by ballot equals or exceeds
4 the quorum required to be present at a meeting authorizing
5 the action.
6

7 (B) The number of approvals equals or exceeds the
8 number of votes that would be required to approve the
9 matter at a meeting at which the total number of votes cast
10 was the same as the number of votes cast by ballot.
11

12 5.2.2.3 All solicitations for votes by written ballot shall:
13

14 (A) Indicate the number of responses needed to meet the quorum
15 requirements.
16

17 (B) State the percentage of approvals necessary to approve each
18 matter other than election of directors.
19

20 (C) Specify the time by which a ballot must be delivered to the
21 Association in order to be counted, which time shall not be less than 10
22 days after the date that the Association delivers the ballot.
23

24 5.2.2.4 The determination of eligibility and tabulation of votes shall
25 proceed under the supervision of the Nominating and Election
26 Committee.
27

28 5.3 Proxies. Votes may not be cast pursuant to a proxy at any Association meeting.
29

30 **ARTICLE VI.**
31 **BOARD OF DIRECTORS**
32

33 6.1 Number. There shall be not less than three nor more than five directors, all of
34 whom must be Members in good standing, meaning that their assessment accounts shall be
35 current. Co-owners of Lots shall not be entitled to serve on the Board of Directors at the same
36 time. All Directors shall have all of the rights, remedies, privileges and authority accorded to
37 directors of the Association by the Governing Documents and by applicable law.
38

39 6.2 Election of the Board of Directors. Directors shall be elected by a secret ballot in
40 accordance with Article V of these Bylaws. The candidates receiving the highest number of
41 votes up to the number of directors to be elected, shall be elected. All candidates shall be
42 Members in good standing.

1
2 6.3 Term of Office. All directors shall hold office until the next annual meeting and
3 their successors are elected and qualified.
4

5 6.4 Place of Meetings. The Board may hold its meetings at any place designated by
6 the Board of Directors.
7

8 6.5 Regular Meetings. Regular meetings of the Board will be held at least four times
9 per year with at least three days' notice to the directors, and with notice to Association
10 Members in accordance with applicable law.¹ Notice to Members of a meeting of the Board is
11 not required if emergency circumstances require action by the Board before notice can be
12 given. Any such action will be reviewed at the next regular Board meeting and entered into the
13 minutes of said meeting. The failure of any Member to receive actual notice of a Board
14 meeting does not affect the validity of any action taken at that meeting.
15

16 6.6 Special Meetings Notice. Special meetings of the Board shall be held whenever
17 called for in writing, by the President of the Association or by any two members of the Board of
18 Directors other than the President. The notice of any special meeting of the Board of Directors
19 shall state the time, place and purpose of the meeting. Notice of any special meeting shall be
20 sent to each Director either by mail, electronic mail (e-mail), by telephone, or delivered
21 personally not later than three days prior to the scheduled time of the meeting. Notice of
22 special meetings of the Board also shall be given to the Association Members in accordance
23 with applicable law.¹ A written waiver of notice signed by a director, whether given before or
24 after the meeting to which it relates, shall waive any right to challenge the proper notice for the
25 meeting. Attendance of a director at a special meeting of the Board shall constitute a waiver of
26 notice of such meeting, except when he/she attends the meeting for the express purpose of
27 objecting to the transaction of any business or because the meeting is not lawfully called or
28 convened.
29

30 6.7 Quorum. A majority of the Board, present in person, at any meeting of the Board
31 shall constitute a quorum for the transaction of business at such meeting. Except as otherwise
32 stated in these Bylaws, and except as provided for by law, the vote of a majority of the
33 Directors present at any meeting where a quorum is present shall be the act of the Board. In
34 the absence of a quorum, a majority of the Directors present at the meeting may adjourn the
35 meeting to another time or place.
36

37 6.8 Organization. At each meeting of the Board, the President, or if he/she is not
38 present, then the Vice President, or if he/she is not present, then a Director chosen by a

¹As of the date of these Bylaws, A.R.S. §33-1804 requires 48 hours advance notice to Members of meetings of Board by newsletter, conspicuous posting or any other reasonable means as determined by the Board.

1 majority of the Directors present, shall act as the Chair and preside over such meeting. The
2 Secretary, or if he/she is not present, any person which the Chair appoints, shall act as the
3 Secretary and keep the minutes.
4

5 6.9 Action by Directors Without a Meeting. Any action required or permitted to be
6 taken by the Board of Directors may be taken without a meeting if all of the members of the
7 Board of Directors consent, in writing, to such action. Such consents shall be announced at and
8 filed with the minutes of the next Board meeting. Any action by written consent has the same
9 force and effect as any vote of the directors. Action without a meeting may be taken only when
10 it is not possible to assemble a quorum for a meeting and Board action is required for
11 immediate Association business.
12

13 6.10 Resignations. Any director may resign at any time by giving notice of his/her
14 resignation to the Board of Directors. Any resignation becomes effective at the time specified in
15 the notice, and if the time is not stated in the notice, it shall take effect immediately upon its
16 receipt by the President or the Secretary. Unless otherwise specified in the notice, the
17 acceptance of such resignation is not necessary to make it effective. In the event that any
18 director is absent from three consecutive Board meetings or is delinquent in the payment of
19 his/her Assessments due to the Association for more than 90 days, without being excused by
20 the President for good cause, he/she shall be deemed to have resigned from office and his/her
21 successor shall be appointed to fill the unexpired term.
22

23 6.11 Removal of Directors. The Members, by a majority vote of Members entitled to
24 vote and voting on the matter at a meeting of the Members called pursuant to these Bylaws, at
25 which a quorum is present, may remove any Director from the Board with or without cause.
26 For purposes of calling for removal of a Director, the following apply:
27

28 6.11.1 On receipt of a petition that calls for removal of a Director and that is
29 signed by the Members entitled to cast at least 25% of the votes in the Association or 100
30 votes, whichever is less, the Board shall call and provide written notice of a special meeting of
31 the Association as prescribed by these Bylaws.
32

33 6.11.2 The special meeting shall be called, noticed and held within 30 days
34 after the Board's receipt of the petition.
35

36 6.11.3 For purposes of a special meeting called pursuant to this Section, a
37 quorum is present if the number of Members to whom at least 20% of the votes in the
38 Association is allocated is present at the meeting in person or by absentee ballot.
39

40 6.11.4 If a civil action is filed regarding the removal of a Director, the
41 prevailing party in the civil action shall be awarded its reasonable attorney fees and costs.
42

1 6.11.5 The Board shall retain all documents and other records relating to the
2 proposed removal of any Director for at least one year after the date of the special meeting and
3 shall permit Members to inspect those documents and records pursuant to these Bylaws and
4 applicable law.

5
6 6.11.6 A petition that calls for the removal of the same Director shall not be
7 submitted more than once during each term of office for that member.

8
9 6.12 Vacancies on the Board.

10
11 6.12.1 At any duly convened special meeting of the membership at which all
12 of the Directors are removed, successors should then and there be elected to fill the vacancies
13 thus created.

14
15 6.12.2 Any vacancy on the Board of Directors, other than through removal of
16 all of the directors by the membership, may be filled by the vote of a majority of the remaining
17 Directors even if the remaining Directors do not constitute a quorum. Any Director appointed
18 or elected to fill a vacancy shall hold office until the next annual meeting. The Board shall fill a
19 vacancy under this Section within 60 days from the Board meeting at which the vacancy
20 becomes official. During any period when the Board has a vacancy, the quorum shall be a
21 majority of the remaining Directors and the Board may continue to conduct business on behalf
22 of the Association and in accordance with the Governing Documents.

23
24 6.12.3 When one or more directors resign from the Board, effective at some
25 date in the future, a majority of the directors, including those who have submitted their
26 resignation, may vote to fill the vacancy with the term of the newly-appointed directors
27 scheduled to begin on the date the resignation becomes effective.

28
29 6.12.4 If a vacancy occurs because of the death or resignation of a director, or
30 for any other reason, leaving the Association with no directors in office, then any Member may
31 call a special meeting of Members solely for the purpose of electing directors.

32
33 6.12.5 If a director fails to assume his/her position because of death,
34 disability or declination prior to the beginning of the term to which he/she was elected, then
35 the person who received the next highest number of votes shall succeed to that position. If
36 there were no unelected candidates, the other directors shall fill the vacancy in accordance
37 with Section 6.12.2.

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ARTICLE VII.
POWERS AND DUTIES OF THE BOARD OF DIRECTORS

7.1 Authority of the Board. The Board of Directors has all the powers of an Arizona non-profit corporation, subject only to such limitations upon the exercise of such powers as are expressly set forth in the Governing Documents. The Board has the power to do any and all lawful things which may be authorized, required or permitted to be done by the Association under and by virtue of the Governing Documents and applicable law, and to do and perform any and all acts which may be necessary or proper for or incidental to, the exercise of any of the express powers of the Association.

7.2 Powers. Without being limited to the generality of Section 7.1, the Board of Directors has the power to:

7.2.1 Hold and administer the assets and direct, control, manage and supervise business and affairs of the Association.

7.2.2 Enforce all applicable provisions of the Governing Documents.

7.2.3 Make and publish architectural and design standards, and rules and regulations within the authority set forth in the Articles of Incorporation, these Bylaws, and the Declaration, and to establish penalties (including but not necessarily limited to fines, probation and/or suspension of membership or voting privileges) for the infraction thereof. Copies of the Rules (and all other Governing Documents) shall be available for purchase or inspection by any Member of the Association upon request.

7.2.4 Employ or terminate the services of any independent contractor, a managing agent or such other personnel and employees as the Board deems necessary, and to prescribe their duties.

7.2.5. As more fully provided in these Bylaws and the Declaration to:

7.2.5.1 Establish and collect the amount of Annual and Special Assessments from each Member.

7.2.5.2 Perfect and foreclose a lien against any property for which Annual or Special Assessments are not paid, or to bring an action at law against the Member personally obligated to pay the same.

7.2.5.3 Pay any taxes and assessments which are, or could become, a lien on the property owned by the Association.

1 7.2.6 Contract for goods and/or services for the Common Areas, facilities,
2 property for which the Association is responsible, and the legal interests of the Association.
3

4 7.2.7 When permitted by law, represent the Association before any and all
5 governmental or quasi-governmental agencies, offices, groups or bodies in conjunction with
6 any matters bearing upon or affecting the quality of life and property values of the
7 Association's Members, including but not necessarily limited to all planning and zoning, fire
8 protection, street lighting, public utility and similar regulatory agencies.
9

10 7.2.8 To grant and convey easements, licenses or rights-of-way in accordance
11 with the terms of the Declaration.
12

13 7.3 Duties. It is the duty of the Board of Directors to:
14

15 7.3.1 Supervise all officers, agents and employees of this Association, and
16 ensure that their duties are properly performed.
17

18 7.3.2 Procure and maintain adequate liability and hazard insurance on property
19 owned by the Association, and, in its discretion, errors and omissions insurance on behalf of its
20 Officers and Directors.
21

22 7.3.3 Provide for the operation, care, upkeep and maintenance of all of the
23 Common Area and to borrow money on behalf of the Association when required for the
24 improvement, operation, upkeep and maintenance of the Common Areas, or for any other
25 purpose. Any encumbrance of the Association's present or future assets to secure a loan
26 requires the approval of Owners holding at least 50% of the Eligible Votes.
27

28 7.3.4 Distribute a summary of the budget for each fiscal year to the
29 membership not less than 30 days prior to the beginning of the fiscal year.
30

31 7.3.5 Approve the annual operating budget for the Association which shall
32 include, but not necessarily be limited to the following: Estimated revenue and expenses, and
33 the annual cash reserves available for replacement and major repairs of the Association's
34 facilities.
35

36 7.3.6 Comply with applicable state law² with respect to periodic audit, review or
37 compilation of the Association's financial records, at the discretion of the Board. If the services
38 of a certified public accountant are retained, he or she shall be appointed by the Board and
39 paid by the Association.

²Currently, A.R.S. §33-1810 requires the Board to provide for an annual financial audit, review or compilation of the Association's financial records.

1
2 7.3.7 Perform any other duties or functions which are required in the Governing
3 Documents or applicable law.
4

5 **ARTICLE VIII.**
6 **OFFICERS**
7

8 8.1 Selection. The officers of the Association shall be a President, Vice President,
9 Secretary and Treasurer. At the first Board meeting held after the Annual Meeting each year,
10 the Directors shall elect the officers of the Association, who shall serve during that calendar
11 year and until their successors are chosen. Officers are not prohibited from succeeding
12 themselves in office.
13

14 8.2 President. The President shall be the Chair of the Board of Directors and shall
15 preside at and conduct all meetings of the Board and the Members. He/She shall see that
16 orders and resolution of the Board are carried out; shall sign all leases, mortgages, deeds and
17 other written instruments and agreements; and shall co-sign all promissory notes.
18

19 8.3 Vice President. The Vice President has such powers and performs such duties as
20 the President or the Board may from time-to-time prescribe and shall perform such other
21 duties as may be prescribed by these Bylaws. At the request of the President, or in case of
22 his/her absence or inability to act, the Vice President shall perform the duties of the President
23 and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the
24 President.
25

26 8.4 Secretary. The Secretary (or his/her designee) shall record the votes and keep
27 the minutes of all meetings and proceedings of the Board and of the Members; provide
28 notice of meetings of the Board and of the Members; keep appropriate current records
29 showing the Members of the Association together with their addresses, and shall perform such
30 other duties as required by the Board. The Secretary (or his/her designee) shall ensure that all
31 the proceedings of the membership, and the Board of Directors, are recorded in one or more
32 books kept for that purpose. The Secretary (or his/her designee) is the custodian of all
33 contracts, deeds, documents, all other indicia of title to properties owned by the Association
34 and of its corporate records (except accounting records). Upon request, the Secretary (or
35 his/her designee) shall make the records of the Association which are not in the custody of the
36 Treasurer, available for inspection, at all reasonable times to any Director or Member. All
37 records of the Association shall be kept and maintained at the Association's principal office.
38

39 8.5 Treasurer. The Treasurer is responsible for supervising all of the funds and
40 securities of the Association, official records, documents, ledgers and accounts involving the
41 financial business of the Association. All financial records and documents shall be kept and
42 maintained at the Association's principal office. The Treasurer shall see to it that the

1 Association's funds are deposited to the account of the Association in such bank(s) which are
2 federally insured and/or shall use said funds to purchase U.S. Treasury Notes, Certificates of
3 Deposits or other obligations of the Federal Government or agencies thereof, as designated by
4 the Board of Directors. The Treasurer (or his/her designee) shall prepare the annual budget for
5 the Association. The Treasurer also shall issue financial statements when required, and
6 perform such other duties as ordinarily pertain to that office. The Board of Directors may
7 appoint an Assistant Treasurer who shall, in the absence or incapacity of the Treasurer, have
8 the powers, duties and the responsibilities of the Treasurer. The Treasurer shall sign all checks
9 and promissory notes of the Association.

10
11 8.6 Bonding. At the Board's discretion, all officers, directors, committee chairs and
12 members and employees, who are in any way involved in the handling of Association funds, and
13 the paid managerial personnel of the Association shall be bonded or insured in a sum to be
14 determined by the Board of Directors.

15
16 8.7 Compensation. No compensation shall be paid to officers or directors for their
17 services as officers and directors. No remuneration shall be paid to any officer or directors for
18 services performed by him/her for the Association in any other capacity, unless a resolution
19 authorizing such remuneration is unanimously adopted by the Board of Directors before the
20 services are undertaken.

21
22 8.8 Removal. Any officer may be removed from office by the majority vote of the
23 directors at any regular or special meeting called for that purpose, whenever, in the Board's
24 judgment, the best interests of the Association will be served by the removal. The removal of a
25 person as an officer does not constitute a removal of that person from the Board of Directors,
26 unless he/she is removed from the Board by the Members or directors, as set forth herein.

27
28 8.9 Vacancies. If any office becomes vacant by removal, death, resignation,
29 retirement, disqualification, or any other cause, the majority of the directors may elect an
30 officer from the directors to fill that vacancy, and such officer shall hold office until the election
31 of his/her successor.

32
33 8.10 Special Appointments. The Board may elect such other officers as the affairs of
34 the Association may require, each of whom shall hold office for such period, have such
35 authority, and perform such duties as the Board may, from time-to-time, determine.

1
2 **ARTICLE IX.**
3 **COMMITTEES**
4

5 At the its first meeting following the annual election of the Board of Directors, the Board
6 shall form such committees as required by the Declaration or these Bylaws, or as it deems
7 necessary to properly and effectively carry on the affairs of the Association. Any committee
8 member may be removed from a committee, with or without cause by a majority vote of the
9 Board, provided a quorum is present. The Nominating and Election Committee shall be formed
10 in accordance with Section 10.2 below.

11
12 **ARTICLE X.**
13 **NOMINATING AND ELECTION COMMITTEE**
14

15 10.1 Purpose and Term of Committee. The Nominating and Election Committee shall
16 nominate candidates for the Directors' positions to be elected and filled by Members annually.
17

18 10.2 Selection of Members to Nominating and Election Committee. The Nominating
19 and Election Committee shall consist only of Members, to be chosen by the President, with
20 approval of a majority of the Board of Directors.
21

22 10.3 Selection of Candidates.
23

24 10.3.1 The Committee or any Member of the Association may submit the
25 names of prospective candidates for the Board positions to be elected by the Members. The
26 name of each prospective candidate shall be submitted in writing to the Nominating and
27 Election Committee at the general office of the Association, together with a candidate's
28 statement as directed by the Committee.
29

30 10.3.2 The Nominating and Election Committee shall prepare and announce
31 a slate of candidates, which shall be mailed to Members with the Notice of Annual Meeting of
32 the Association.
33

34
35 **ARTICLE XI.**
36 **PROCEDURE FOR AMENDMENT**
37

38 11.1 Amendment. These Bylaws may be amended at a regular or special meeting of
39 the Members or by written ballot with the affirmative vote of two-thirds of the Eligible Votes
40 submitted, provided the quorum requirement is met.
41

1 11.2 Prior Bylaws Superseded. These Bylaws shall amend, restate, and supersede all
2 prior Bylaws of the Association, and all prior amendments thereto.
3

4 **ARTICLE XII.**
5 **GENERAL PROVISIONS**
6

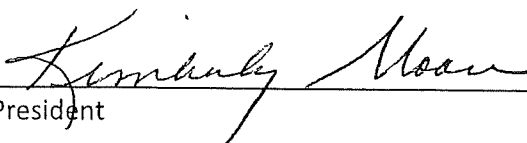
7 12.1 Conflicting Provisions In the case of any conflict between the Articles and the
8 Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and
9 the Bylaws, the Declaration shall control.
10

11 12.2 Designation of Fiscal Year. The fiscal year of the Association shall begin on the
12 1st day of January and end on the last day of December of every year.
13

14 12.3 Books and Records. The Governing Documents together with the books and
15 records of account and membership, and minutes of Association and Board meetings shall be
16 available for inspection by any Member during reasonable business hours at the principal office
17 of the Association. Copies of the Governing Documents may be purchased by Members at a
18 reasonable cost. The Association may charge a reasonable fee for production and
19 photocopying of books and records requested by a Member.
20

21 These Amended and Restated Bylaws for Las Solanas—Block One Association were duly
22 approved by a majority of the Eligible Votes cast in an election by written ballot that was
23 finalized on September 23, 2014.
24

25
26 LAS SOLANAS—BLOCK ONE
27 ASSOCIATION, an Arizona non-profit corporation
28

29
30
31 By: 
32 Its: President
33

34 ATTEST:

35
36
37 
38 Secretary
39
40