

By-Laws of Saguaro Trails Estates Homeowners Association

ARTICLE I — DEFINITIONS

The following definitions shall govern for purposes of these By-Laws:

1. The “**Corporation**” shall refer to Saguaro Trails Estates Homeowners Association, its successors and assigns.
2. “**CC&Rs**” shall refer to the Declaration of Covenants, Conditions and Restrictions for Saguaro Trails Lot Nos. 1-26 and Common Area “A”, recorded in the office of the County Recorder of Pima County, Arizona in Docket 10427 at page 72, and any amendments thereto, and any other declarations applicable to the property of an owner, as ownership is defined in the Declaration, or to the property of the Corporation.
3. The “**Property**” shall refer to that certain subdivision in Pima County, Arizona, known as Saguaro Trails Lot Nos. 1—26 and Common Area “A”, described in the map or Plat of record in the office of the County Recorder, Pima County, Arizona, in Book 48 of Maps and Plats at Page 54, and any amendments thereto.
4. The “**Members**” shall be those persons and entities who are owners as defined in the CC&Rs and who are current in payment of Association dues and all other assessments. Where an Owner as defined by the CC&Rs includes more than one person or entity, such person or entities shall be deemed one Member.
5. The “**Statute**” shall refer to Arizona Revised Statutes governing Homeowner Associations, specifically Title 33, Chapter 16, Sections 33-1801 through 33-1816. In case of any conflict or omission, the wording of the Statute shall govern. See <http://tinyurl.com/3x3faw>.

ARTICLE II - MEMBERS

1. **Annual Meeting.** The annual meeting of the Members shall be held during the month of March each year, for the purpose of electing Directors and for the transaction of such other business as may come before the meeting.
2. **Special Meetings.** Special meetings of the Members for any purpose or purposes may be called by the President or by written request of a majority of the Directors and shall be called by the resident at the written request of not less than twenty five percent of all Members entitled to vote at the meeting.
3. **Place of Meeting.** All meetings of the Members shall be held within Pima County, Arizona, as may be fixed from time to time by the Board of Directors and stated in the notice of the meeting or in a duly executed waiver of notice thereof.
4. **Notice of Meeting.** Written notice stating the place and time of the meeting of the Members and, in case of a special meeting, the purposes for which the meeting is being called, shall be delivered not less than ten days before the meeting, either personally or by mail, to each Member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the Member at his/her address as it appears on the books of the Corporation.
5. **Quorum and Adjournment.** At any meeting of Members, thirty percent of the Members entitled to vote, represented in person or by absentee ballot, shall constitute a quorum. If less than a quorum is present, a majority of the Members represented may adjourn the meeting and reschedule. At the subsequent meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the original meeting.
6. **Voting.** Each Member is entitled to one vote at all meetings. All matters shall be decided by a majority vote, except as otherwise provided by the CC&R's, the Articles of Incorporation or these By-Laws. Upon the demand of any Member, voting shall be by ballot.
7. **Absentee Ballots.** At all meetings of Members, a Member may cast a vote by absentee ballot. Absentee ballots shall:
 - a. Set forth each proposed action to be voted upon;
 - b. Provide an opportunity to vote for or against each proposed action;
 - c. Be valid for only one specified election or meeting of the Members and shall expire automatically after the completion of the meeting or election;
 - d. Specify the time and date by which the ballot must be delivered to the Board of Directors in order to be counted, which shall be at least seven days after the Board of Directors delivered the blank absentee ballot to the Member.
 - e. Be signed by the Member (and no other person) casting the ballot.

All questions concerning the validity of an Absentee Ballot shall be determined by the Secretary.

8. **Conduct of Meetings.** Meetings of the Members shall be presided over by the President or if he/she is not present by the Vice President, or if he/she is not present by a chairman to be chosen at the meeting. The Secretary or in his/her absence a person chosen at the meeting shall act as secretary of the meeting.
9. **Action by Resolution.** Any action which may be taken at a meeting of the Members may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by a majority of the Members entitled to vote thereon if the consents of all Members entitled to vote were solicited in writing.

ARTICLE III - BOARD OF DIRECTORS

1. **General.** The business and affairs of the Corporation shall be managed by its Board of Directors, hereafter referred to as the Board.
2. **Number.** The Board shall consist of five persons. The Directors shall be elected at the annual meeting of the Members, except as provided in Section 11 this Article.
3. **Term.** Directors shall be elected to two-year terms. Two Directors shall be elected in odd-numbered years and three Directors shall be elected in even-numbered years. This does not preclude incumbent directors from running and being re-elected.
4. **Regular Meetings.** A regular meeting of the Board to elect the Officers of the Corporation shall be held within 14 calendar days after the annual meeting of Members.
5. **Special Meetings.** Special meetings of the Board may be called by the President or at the request of any Director. The person or persons authorized to call special meetings of the Board may fix the time and place for holding any such special meeting called by them.
6. **Notice of Meetings.** Notice to Members of meetings of the Board shall be given at least 48 hours in advance of the meeting by newsletter, email, conspicuous posting or any other reasonable means as determined by the Board, stating the time and place of the meeting. Notice is not required if emergency circumstances require action by the Board before notice can be given. The failure of any Member to receive actual notice of a meeting of the board of directors does not affect the validity of any action taken at that meeting.

The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
7. **Conduct of Meeting.** At all meetings of the Board, the President, or in his/her absence the Vice President, or in his/her absence a chairman chosen by the Directors present, shall preside. The Secretary, or in his/her absence any person appointed by the chairman, shall act as secretary of the meeting. Summarizing the requirements of the Statute:
 - a. Meetings of the Board are open to all Members or any person designated by a Member in writing as the Member's representative.
 - b. Members or designated representatives shall be permitted to attend and speak at an appropriate time during the deliberations and proceedings. The Board may place reasonable time restrictions on those persons during the meeting, but shall provide for a reasonable number of persons to speak on each side of an issue.
 - c. Any portion of a meeting may be closed only if that closed portion of the meeting is limited to consideration of one or more of the following:
 - Legal advice from an attorney for the Board or Association.
 - Pending or contemplated litigation.
 - Personal, health or financial information about a Member or an employee of the Association or one of its contractors.
 - Matters relating to the job performance, compensation, or specific complaints relating to an employee of the Association or one of its contractors.
8. **Quorum.** At any meeting of the Board, a majority of the Directors shall constitute a quorum for the transaction of business. The act of the majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board, except as otherwise provided by the CC&Rs, the Articles of Incorporation or these By-Laws.
9. **Removal of Directors.** Any Director may be removed for cause by vote of the Members or by the Board. Directors may be removed without cause at any time by the Members at a special meeting of Members called for that purpose.

10. **Resignation.** A Director may resign at any time by giving written notice to the Board, the President, or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such Officer, and the acceptance of the resignation shall not be necessary to make it effective- Any Director, who fails to attend three consecutive regular meetings of the Board, unless excused for valid reasons by resolution of the Board, shall be deemed to have resigned.
11. **Newly Created Directorships and Vacancies.** Newly created Directorships resulting from an increase in the number of Directors and vacancies occurring in the Board for any reason, except the removal of Directors without cause, may be filled by a vote of the Directors then in office. Vacancies occurring by reason of the removal of Directors without cause shall be filled by vote of the Members. A Director elected to fill a vacancy caused by resignation, death, or removal shall be elected to hold office for the unexpired term of his/her predecessor.
12. **Compensation.** No compensation shall be paid to Directors for their services, but by resolution of the Board expenses for actual attendance at each regular or special meeting of the Board may be authorized.
13. **Executive and Other Committees.** The Board may, by resolution passed by a majority of the whole Board, designate one or more committees, each committee to consist of one or more Directors and Members as the Board determines. Any such committee, to the extent provided in the resolution of the Board, shall have and may only exercise the powers and authority as delegated by the Board in the management of the business and affairs of the Corporation. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board. Each committee shall keep regular minutes of its meetings and report the same to the Board when required.
14. **Action by Resolution.** Any action which may be taken at a meeting of the Board or of any committee thereof may be taken without a meeting, if all Members of the Board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of the proceedings of the Board or committee. If action is taken by email, then a copy of the email authorizing the action shall be filed with the minutes.
15. **Dues and Other Assessments.** The Board shall establish dues sufficient to meet future expenses and to maintain a reasonable reserve. Annual increases greater than 10% require approval of the Members.

ARTICLE IV — OFFICERS

1. **Number.** The Officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer, each of whom shall be elected by the Board. Such other Officers and assistant Officers as may be deemed necessary may be elected or appointed by the Board. Any number of offices may be held by the same person. Officers must be Members of the Corporation.
2. **Election and Term of Office.** The Officers shall be elected at the first meeting of the Board and thereafter at each annual meeting of the Board held after each annual meeting of the Members - Each Officer shall hold office until his/her successor is duly elected and qualified, or until his/her resignation, removal, or inability to serve as hereinafter provided.
3. **Resignation.** An Officer may resign at any time by giving written notice to the Board or to another Officer of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or Officer and the acceptance of the resignation shall not be necessary to make it effective.
4. **Removal.** Any Officer or agent elected or appointed by the Board may be removed by the Board whenever, in their judgment, the best interests of the Corporation would thereby be served.
5. **Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by vote of the Directors for the unexpired portion of the term.
6. **President.** The President shall be the principal executive Officer of the Corporation. He/she shall, when present, preside at all meetings of the Members and the Board. He/she may only sign, with the authorization of the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by the By—Laws to some other Officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board from time to time.
7. **Vice President.** In the absence of the President or in the event of his/her death, inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board.

8. **Secretary.** The Secretary shall keep the minutes of the meetings of the Members and of the Board in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of the By—Laws or as otherwise required; be custodian of the corporate records and of the seal of the Corporation; keep a register of the address of each Member which shall be furnished to the Secretary by such Member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board.
9. **Treasurer.** The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the By—Laws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board.
10. **Compensation.** No compensation shall be paid to the Officers for their services, but by resolution of the Board, an Officer may be reimbursed for his/her actual expenses incurred in the performance of his/her duties.

ARTICLE V — WAIVER OF NOTICE

1. Any Member, Director or Officer may waive any notice required to be given by the Articles of Incorporation or the By-Laws.

ARTICLE VI — AMENDMENTS

1. These By-Laws may be amended or repealed and new By-Laws may be adopted by majority vote of the Members at the annual meeting or at any special meeting called for that purpose.

ARTICLE VII — CONTRACTS, LOANS, CHECKS, AND DEPOSITS

1. **Contracts.** The Board must authorize any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.
2. **Loans.** No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.
3. **Checks, Drafts, Etc.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such Officer or Officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board.
4. **Deposits.** All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.
5. **Limitations on Board's Authority.** Notwithstanding any other provision of these By-Laws, the Board shall not commit the Corporation to any expenditure in excess of \$5000, or initiate any litigation, without the prior approval of the Members.

ARTICLE VIII — MISCELLANEOUS

1. **Corporate Seal.** The Board may provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Corporation, the state of incorporation, year of incorporation, and the words, "Corporate Seal".
2. **Annual Statements.** The Board shall present at each annual meeting of the Members, and at any special meeting of the Members when called for by vote of the Members, a full and clear statement of the business and condition of the Corporation.
3. **Fiscal Year.** The fiscal year of the Corporation shall be the calendar year.
4. **Architectural Guidelines.** The Michael J. Bratton Design Studio Architectural Guidelines are hereby adopted. No "Approved Plant List" is to be included in these By-Laws.

APPROVED BY VOTE OF THE MEMBERSHIP AT THE ANNUAL MEETING APRIL 27, 2008