



*Colonias La Canada (Las Colonias)*  
*Homeowners Association*  
P.O. Box 478, Sahuarita, Arizona 85629

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**AMENDED AND RESTATED BY-LAWS OF  
COLONIAS LA CANADA HOMEOWNERS' ASSOCIATION**

**ARTICLE I  
NAME AND LOCATION**

The name of the corporation is Colonias La Canada Homeowners' Association, hereinafter referred to as the "Association". The mailing address is PO Box 478, Sahuarita, Arizona 85629. Meetings of Members and directors may be held at such places within the State of Arizona, County of Pima, as may be designated by the Board of Directors.

**ARTICLE II  
DEFINITIONS**

Any capitalized terms not otherwise defined herein shall have the meanings assigned to them by the Declaration of Covenants, Conditions and Restrictions for Colonias La Canada, recorded in Docket 9670 at page 2167 in the records of the Pima County Recorder, Pima County, Arizona, and any amendments thereto ("Declaration").

**ARTICLE III  
MEETING OF MEMBERS**

**Section 1. Annual Meetings.** An annual meeting of the Members shall be held each year in the month of April at such time and place as determined by the Board of Directors.

**Section 2. Special Meetings.** Special meetings of the Members may be called at any time by the President, the Board of Directors, or upon a petition signed by Members entitled to vote at least twenty-five percent (25%) of the votes in the Association.

**Section 3. Notice of Meetings.** Written notice of each meeting of the Members shall be given by, or at the direction of, the Board of Directors by mailing a copy of such notice at least fifteen (15) days before such meeting to each Member, 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.

**Section 4. Quorum.** The presence at a meeting, in person or by absentee ballot, of Members entitled to vote at least twenty-five percent (25%) of the votes in the Association shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote thereat 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.

**Section 5. Absentee Ballots.** At all meetings of Members, each Member may vote in person or by absentee ballot. All absentee ballots shall set forth each proposed action; provide an opportunity to vote for or against each proposed action; be valid for only one specified election or meeting; and specify the time and date by which the ballot must be delivered to the Board (at least seven days after being received by the Member).

## ARTICLE IV BOARD OF DIRECTORS; SELECTION; TERM OF OFFICE

**Section 1. Number of Directors and Term.** The affairs of this Association shall be managed by a board of at least three (3) but no more than seven (7) Directors, each of which must be a Member of the Association. Within 30 days after each annual meeting, an election shall be held for the expiring term (s) and will serve staggered terms of two years.

**Section 2. Compensation.** No Director shall receive compensation for any service rendered to the Association. However, any Director may be reimbursed for actual expenses incurred in the performance of assigned duties.

**Section 3. Unanimous Written Consent.** The Board may take action by unanimous written consent as set forth in A.R.S. §10-3821 for any matter that was previously addressed and discussed at a regular or special Board meeting. The action must be evidenced by a written consent (including by electronic record and signatures) of each director and included in the minutes of the next regular meeting of the Board.

**Section 4. Removal and Vacancies.** Any director may be removed pursuant to the procedures set forth in A.R.S. §33-1813. Any vacancy created on the Board by resignation, death, or removal of a Director may be filled by the remaining Directors and such successor shall serve for the unexpired term of his predecessor.

**Section 5. Limitation on Liability.** The Association shall indemnify the directors from any and all liability arising out of or relating to their function as directors of the Association, except for any liabilities enumerated in A.R.S. §10-1029(A)(8)(a) through (e).

## ARTICLE V NOMINATION AND ELECTION OF DIRECTORS

**Section 1. Nomination.** Nomination for election to the Board of Directors shall be made by a Nominating Committee or by placing a floor nomination at the annual meeting. The Nominating Committee shall consist of a Chairman who shall be a Director whose term is not expiring at the next election, and two or more Members of the Association appointed by the Chairman. The Nominating Committee Chairman shall be appointed by the Board of Directors prior to each annual meeting of the Members to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as desired, but not less than the number of vacancies that are to be filled.

**Section 2. Election.** An Election Committee will be selected to oversee and conduct the elections of Directors. The Election Committee will be comprised of at least three (3) Members who are not nominated for election to the Board of Directors. A member of the Board of Directors, whose term is not expiring at such election, will act as a liaison between the Board and the Election Committee. Elections will be conducted by secret ballot as determined by the Board of Directors.

## ARTICLE VI MEETING OF DIRECTORS

**Section 1. Regular Meetings.** Regular meetings of the Board shall be held at least once every three months. The Board shall determine the date, time, and place of the regular meetings.

**Section 2. Special Meetings.** Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two Directors upon at least three (3) days notice to each Director.

**Section 3. Notice.** Notice of regular and special Board meetings shall be given to the Members at least forty-eight (48) hours in advance of the meeting by newsletter, conspicuous posting or any other reasonable means as determined by the Board. Notice to Members of special Board meetings is not required if emergency circumstances require action by the Board before notice can be given.

**Section 4. Quorum.** A majority of the acting 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 shall be regarded as the act of the Board.

**Section 5. Member Participation.** Members (or their designated representatives) may attend and speak at appropriate times during Board deliberations and proceedings, including before the Board takes formal action on an item under discussion. The Board may limit the number of speakers on any side of an issue and place reasonable time limits on speaking.

## **ARTICLE VII POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

**Section 1. Powers.** The Board of Directors shall have the following power:

(a) exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation, or the Declaration;

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

(c) employ a manager, an independent contractor, or such other employee, and to prescribe their duties; and

(d) suspend the voting rights of a Member during any period in which such Member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing for any infraction of the Declaration or published rules and regulations for a period not to exceed sixty (60) days, or if a continuing violation, the duration of the violation or infraction.

(e) foreclose the lien against any property for which assessments are not paid within thirty (30) days after their due date or to bring an action at law against the owner personally obligated to pay the same.

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

(a) to keep a complete record of all its acts and affairs and to present a statement thereof to the Members at the annual meeting of the Members;

(b) supervise all officers, agents, and employees of this Association, and to see that their duties are properly performed;

(c) as more fully provided in the Declaration, to:

(i) fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period; and

(ii) send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period;

(d) 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;

(e) procure and maintain adequate liability and hazard insurance on property owned by the Association;

(f) cause all officers or employees having fiscal responsibilities to be bonded as it may deem appropriate;

(g) maintain the Common Areas and Easement Properties (designated as "Signage ESMT" in the Entry Feature Easement recorded in Docket 9151 at page 554 in the records of the Pima County Recorder, and any other easements dedicated as such;

(h) enforce any of the use restrictions set forth in the Declarations; and

(i) review and approve any architectural plan for the building of any improvements on any Lots within the Properties as set forth in the Declarations or appoint a committee to do the same as if the Board itself had undertaken the review and approval.

## **ARTICLE VIII** **OFFICERS AND THEIR DUTIES**

**Section 1. Enumeration of Offices.** The officers of this Association may be a President, vice-president, secretary, and a treasurer, and such other officers as the Board may from time to time by resolution create.

**Section 2. Election of Officers.** The election of officers shall take place at the first meeting of the Board of Directors following each 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 they resign, are removed or otherwise becomes disqualified to serve in that office.

**Section 4. Vacancies.** A vacancy in any office may 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 replaces.

**Section 5. Multiple Offices.** No person shall simultaneously hold more than one office with the exception that the same person may hold the offices of secretary and treasurer or an enumerated office and one created by Board resolution.

**Section 6. Duties.** The duties of the officers are as follows:

(a) **President.** The president shall preside at all meetings of the Board of Directors; 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 checks and promissory notes over the amount of one-hundred and fifty dollars (\$150.00).

(b) **Vice President.** The vice-president shall assume the duties of the office of the President in the absence of inability or refusal to act by the elected President, and shall exercise and discharge such other duties as may be required of him by the Board.

(c) **Secretary.** The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; serve notice of annual or special meetings to the Members; keep records reflecting the names of the Members of the Association together with their addresses as provided by such Members, and shall perform such other duties as required by the Board.

(d) **Treasurer.** The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep proper books of account; cause an annual audit, review of compilation of the Association books to be made at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be approved by the Board and posted on the official Association web page prior to the annual meeting.

## **ARTICLE IX** **COMMITTEES**

In addition to appointing an Architectural Control Committee, a Nominating Committee and an Election Committee, the Board of Directors may appoint such other committees as deemed appropriate in exercising the power and carrying out the duties of the Association

**ARTICLE X  
BOOKS AND RECORDS**

The books, records, and papers of the Association shall at all times, during reasonable hours, be subject to inspection by any member. The Declaration, the Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any member and copies may be purchased at a reasonable cost.

**ARTICLE XI  
AMENDMENTS**

These By-Laws may be amended by a majority of the Board of Directors or by the Members at an annual or special meeting of the Members, by Members entitled to cast at least two-thirds (2/3) of the votes in the Association.

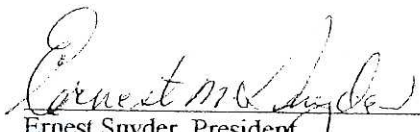
**ARTICLE XII  
CONFLICTS**

In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

**ARTICLE XIII  
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.

These Amended and Restated Bylaws were approved by the vote of not less than two-thirds (2/3) of a quorum of Members on July 19, 2006.



Ernest Snyder, President  
Colonias La Canada Homeowners' Association