

BY-LAWS

CANOA SECA ESTATES II, INC.

Amended and Restated
March 1, 2019

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SECOND AMENDED AND RESTATED BY-LAWS CANOA SECA ESTATES II, INC.

These Amended and Restated By-Laws were adopted pursuant to the Arizona Revised Statutes (A.R.S.) §10-11021 and A.R.S. §10-11003. Seventy-four votes were cast in favor of passage, exceeding both a majority of the voting power and two-thirds of the votes cast.

RECITALS

WHEREAS, the Original By-Laws for Canoa Seca Estates II, Inc., were prepared by the Declarant and signed on October 4, 1989; and

WHEREAS, the First Revision to the By-Laws was approved by the Members at the February 1996 Annual Meeting, and signed on 1 March 1996; and

WHEREAS, the Second Revision to the By-Laws was approved by the Members at the February 1998 Annual Meeting and signed on 2 March 1998; and

WHEREAS, the Third Revision to the By-Laws was approved by a vote of the Members on November 25 1998, and signed on February 1, 1999; and

WHEREAS, the Amended and Restated By-Laws were approved by a vote of the Members on February 3, 2004.

NOW, THEREFORE, the Members wish to further amend and restate the By-Laws, as follows:

ARTICLE 1 NAME, LOCATION AND PURPOSE

The name of the Association is CANOA SECA ESTATES II, INC. ("Association"). The principal office of the corporation is located in Green Valley, Pima County, Arizona 85622. The mailing address is 3800 S. Via Del Tejedor, Green Valley, Arizona 85622. 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. The Purpose of the Association, by means of the creation of its Declaration of Covenants, Conditions and Restrictions known informally as the CC&Rs, and its By-Laws, is to allow all of the CSEII community to live in harmony with one another and to preserve the Association's property values.

ARTICLE 2 DEFINITIONS

The definitions of the terms used in these By-Laws are the same as set forth in the Second Amended and Restated Declaration of Covenants, Conditions and Restrictions for Canoa Seca Estates II, Inc., recorded in the Pima County Recorder's Office on April 5, 2019 at Sequence 20190950495.

ARTICLE 3 MEMBERSHIP AND VOTING RIGHTS

Section 3.1. Membership

Every person who is an Owner of a Lot is a Member of the Association. Membership may not be separated from ownership of a Lot.

Section 3.2. Voting Rights

All Members are entitled to vote on those matters where the Governing Documents require a vote of the Members or Owners. Each Member is entitled to one vote for each Lot owned by that Member. If a Lot is owned by more than one person, the co-owners must either agree on how the vote will be cast, or the vote will not be valid. Cumulative voting is not permitted.

Section 3.3. Suspension of Voting Rights

The voting rights of any member will be suspended during any period in which the Assessment against the Lot remains unpaid, any other sums due to the Association have not been paid, or during any period of time that the Member is in violation of the Governing Documents.

ARTICLE 4 MEETING OF MEMBERS

Section 4.1. Annual Meetings

There will be an Annual Meeting of the Members during the first quarter of each calendar year at a time and place determined by the Board in accordance with A.R.S. §33-1804.B.

Section 4.2. Special Meetings

Special meetings of the Members may be called at any time by the President, by a majority of the Board of Directors, or by Members having at least 25% of the votes in the Association.

Section 4.3. Notice of Meetings

The Secretary, or person authorized to call the meeting, will give written notice of annual and special meetings of the Members, at least ten days but not more than 50 days before the meeting. The notice will include a

copy of the agenda. The Secretary shall have the notice delivered or sent by U.S mail to the mailing address of each lot or to another address designated in writing by a lot owner in accordance with A.R.S. §33-1804.

Section 4.4. Quorum .

The presence at the meeting in person or by absentee ballot of 33% of the Members who are entitled to vote constitutes a quorum for any action except as otherwise provided in the Declaration, Articles of Incorporation, or these By-Laws. If such a quorum is not present or represented at any meeting, the meeting will be adjourned and rescheduled.

Section 4.5. Ballots Secret Ballots, and Absentee Ballots

The Association shall provide for votes to be cast in person or absentee ballot. The board may approve alternatives to paper absentee ballots (such as on-line voting or emailing a scanned ballot). Any action taken at an annual, regular or special meeting may use an absentee ballot. Members must have at least seven days after delivery of the ballot to return it to the Secretary or other designated individual. Proxy ballots are not permitted. The Board shall decide whether a ballot must be secret. The ballot must identify the member voting in accordance with A.R.S. §33-1812.

**ARTICLE 5
BOARD; SELECTION; TERM OF OFFICE**

Section 5.1. Number and Term of Office

A Board consists of five Members, each of whom must be a member of the Association in good standing. Each Director will serve a three-year term. The terms of the Directors will be staggered. The Board is responsible for managing the affairs of this Association.

Section 5.2. Vacancies

A vacancy on the Board (except when a Director is removed by a vote of the Members) will be filled by appointment by the Board. The Director appointed to such vacancy will serve for the remainder of the term of the Director he/she replaces.

Section 5.3. Removal

Any Director may be removed from the Board, with or without cause in accordance with A.R.S. §33-1813. The Members requesting the removal of a Director must submit a petition to the Secretary, which has been signed by the Owners of at least 25% of the Lots.

The Secretary (or any designee of the Secretary's) is responsible for determining the date and time of any special meeting (which must be scheduled not later than 30 days after receipt of the petition) and for sending notices of the meeting to the Members.

Any Director whose removal has been proposed shall be given notice of the petition calling for his/her removal and shall be given the opportunity to submit a written response to the petition, to be mailed to the Members by the Secretary with the notice of the meeting. At the meeting the Director whose removal has been proposed shall be entitled to address the Members prior to the vote on the removal.

The Director may be removed by a majority vote of the Members of the Association who are eligible to vote at any meeting of the Association held for that purpose, provided that a quorum is present at that meeting. A quorum at a special meeting to remove one or more Board Members consists of owners of 20% of the lots who are eligible to vote. The vote may be in person or by absentee ballot.

In the event of the removal of at least one but fewer than a majority of the members of the board, successor(s) shall be selected by the vote of the Members at the meeting and such successor(s) shall be elected to fill the unexpired term of the Director(s) who were removed. On removal of a majority of the members of the Board, the association shall hold an election for the replacement of the removed directors at a separate meeting of the members held within thirty days in accordance A.R.S. §33-1813.

Section 5.4. Compensation

No Director will receive compensation for any service rendered to the Association. However, they may be reimbursed for actual expenses incurred in the performance of their duties.

Section 5.5. Liability of Board Members

No Member of the Board is personally liable to any Member or his/her assigns for any damage, loss or prejudice suffered or claimed on account of any act or omission of the Association, its representatives or employees, provided that such Board Member has, upon the basis of such information as may be possessed by him/her, acted in good faith.

ARTICLE 6 NOMINATION AND ELECTION OF DIRECTORS

Section 6.1. Nomination

Nomination for election to the Board will be made by a Nominating Committee. The Nominating Committee will consist of a Chairperson plus two or more Members of the Association. Members who currently serve on the Board and wish to run again shall submit their names to the Nominating Committee and be considered along with other candidates. The Nominating Committee shall maintain a list of all interested owners who might serve on the board at a later date, so as to build an ongoing roster of potential candidates. Positions on the Board, or on Committees should reflect a diversity of members from throughout the Association so as to avoid conflicts of interest.

Section 6.2. Election

Election to the Board will be by written secret ballot. The Board may approve the use of on-line voting in accordance with A.R.S. §10-3708. Scanned ballots may be emailed to the Secretary or designee as well.

Section 6.3. Ballots

All ballots for the election of Directors will be in writing, prepared in advance of the meeting at which they will be used and must contain:

- (a) the names of those nominated by the Nominating Committee;
- (b) a space for a write-in vote; and
- (c) special instructions.

ARTICLE 7 MEETINGS OF DIRECTORS

Section 7.1. Regular Meetings

Regular meetings of the Board will be held at least quarterly. Regular meetings may be scheduled more frequently by the Board if Association business requires Board review and action.

Section 7.2. Special Meetings

Special meetings of the Board will be held when called by the President of the Association, or by any two Directors, provided minutes of the meeting are taken and reviewed at the next Regular Meeting in accordance with A.R.S §33-1804.

Section 7.3. Notice to Board Members

Notice of any Board meeting may be given electronically, via e-mail or fax, by telephone, by writing or by personal contact from the President or the Secretary, at least 48 hours in advance in accordance with A.R.S §33-1804.

Section 7.4. Notice to the Members of Board Meetings

Notice of all meetings of the Board will be published in the Homeowner's Newsletter, the Association's website, Membership E-mail, and other means approved by the Board. The Board may convene a meeting with shorter notice in the event of an emergency that requires action by the Board before notice can be given in accordance with A.R.S. §33-1804.

Section 7.5. Attendance of Members at Board Meetings

In accordance with the provisions of A.R.S. §33-1804, the meetings of the Board are open to the Members of the Association. Members attending may audiotape or videotape those portions of the meetings that are open.

Section 7.6. Quorum

A majority of Directors constitutes a quorum for the transaction of business. Any decision made by a majority of the Directors present at a duly held meeting at which a quorum is present is deemed to be an act of the Board.

Section 7.7. Closed Meeting

A portion of a meeting may be closed only if that closed portion of the meeting is limited to consideration of one or more items identified in A.R.S. §33-1804.

ARTICLE 8 POWERS AND DUTIES OF THE BOARD

The Board has all of the powers of a Board of an Arizona non-profit corporation, subject only to those limitations set forth in the Association's Articles of Incorporation and these By-Laws. The Board has the power to do any and all lawful acts, which may be authorized by the Articles and these By-Laws, and any acts,

which may be necessary or incidental to the exercise of any of the express powers of the Association. In addition to any other powers, the Board has the following powers and duties:

Section 8.1. Powers

The Board has the power to:

- (a) adopt and publish rules and regulations ("Rules") governing the use of the Common Areas and the personal conduct of the Members and their guests thereon, and to establish penalties for any infraction of these Rules;
- (b) 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 the Governing Documents;
- (c) declare any Director's position to be vacant if that Director misses more than one-half of the scheduled meetings of the Board during any 12 consecutive months;
- (d) employ independent contractors and prescribe their duties;

Section 8.2. Duties

It is the duty of the Board to:

- (a) supervise all Officers, Committees, and Agents of this Association, and to see that their duties are properly performed;
- (b) as more fully provided in the Declaration, to:
 - 1. establish the amount of the Annual or Special Assessments
 - 2. send written notice of the Annual or Special Assessments to every Lot Owner;
 - 3. foreclose the lien against any Lot for which Assessments are not paid within 30 days after due date;
- (c) assess a lien against any Lot for which Assessments are not paid within 30 days after the due date and/or bring an action at law against the Owner personally obligated to pay the Assessments provided such action is cost effective in the sole discretion of the Board;
- (d) procure and maintain adequate liability and hazard insurance on Property owned by the Association;
- (e) obtain Employee Dishonesty insurance on the Directors and Officers having fiscal responsibilities for the Association;
- (f) adopt the budget for the next fiscal year;
- (g) provide for an annual review of the Association 's financial records by a Member(s) of the Association who is/are not serving as a Member(s) of the Board;
- (h) keep a complete record of all its acts and corporate affairs;
- (i) establish and maintain written job instructions for all standing and ad hoc Committees; and
- (j) establish and support an Association Newsletter to be sent to all Owners and posted on the Association's website.

ARTICLE 9 OFFICERS AND THEIR DUTIES

Section 9.1. Enumeration of Offices

The Officers of this Association are a President, a Vice President, a Secretary and a Treasurer, and such other Officers that the Board may create by resolution.

Section 9.2. Selection of Officers

At the first meeting of the new Board after the annual meeting of the Members, the Board will select individuals to fill the positions of President, Vice President, Treasurer and Secretary. The positions of President and Vice President must be filled by a Member of the new Board and will be selected by secret ballot. The Board will then select, from among the elected Directors, those who will serve in the offices of Treasurer and Secretary.

Section 9.3 Selection of Architectural Committee Chairperson

The Board will also select a Board member to serve as Architectural Committee Chairperson.

Section 9.4 Terms

The Officers of this Association will hold office for one year, unless they resign, or are removed, or otherwise disqualified to serve.

Section 9.5. Special Appointments

The Board may elect such other Officers as the affairs of the Association may require, each of whom will hold office for such period, have such authority, and perform such duties as the Board may determine.

Section 9.6. Resignation and Removal

Any Officer may be removed from office by a majority vote of the Members of the Board. Any Officer or Board Member may resign at any time, giving written notice to the Board, the President or the Secretary. Such resignation will take effect on the date of receipt of such notice.

Section 9.7. Vacancies

A vacancy in any office other than through removal by the membership (which is addressed in Section 5.3 of these By-Laws) may be filled by appointment by the Board. The Officer appointed to such vacancy will serve for the remainder of the term of the Officer they replace.

Section 9.8. Multiple Offices

The same person may hold the offices of Secretary and Treasurer. No person can simultaneously hold more than one of any of the other offices except in the case of special offices pursuant to Section 4 of this Article.

Section 9.9. Duties

The duties of the Board are as follows:

PRESIDENT: The President will be a Director and act as the Chief Executive Officer of the Association and, subject to the control of the Board, will manage and supervise all of the business and affairs of the Association. The President will, when present, preside at all meetings of the Board and the Members. He/she must sign, with the Secretary, or any other proper Officer of the Association authorized by the Board, any contracts or cancellation of contracts, deeds, or other instruments which the Board has authorized to be executed, except in cases where such execution has been expressly delegated by the Board or By-Laws to some other Officer or agent of the Association.

VICE PRESIDENT: The Vice President will be a Director and, in the absence of the President, or in the event of his death or inability or refusal to act, the Vice President will perform the duties of the President. When acting as President, the Vice President has all the powers of and be subject to all the duties assigned to him by the President or by the Board.

SECRETARY: The Secretary is responsible for recording and maintaining written records of the Association and handling official CSE II, INC. communications. The Secretary shall comply with the meeting notification requirements in Article 4 Section 2 of this document for Association meetings and with Article 7 Section 4 for Board Meetings. Notice of meetings of the Board will be published in the Homeowner's Newsletter, the Association's website, Membership E-mail and through other means the Board determines is appropriate.

The Secretary will record attendance, prepare minutes, and confirm approval of previous minutes for all Board and Association membership meetings which will become the official record of CSE II, INC. Draft minutes will be sent to Board Members and made available to the homeowners in a timely manner. The minutes will be approved at a subsequent meeting.

The Secretary is responsible for providing resale material as prescribed in A.R.S. §33-1806 to new buyers with support from the communications committee. The Secretary shall sign all amendments to the By-Laws and CC&Rs along with the President.

TREASURER: The treasurer maintains and approves all financial records for the association. This includes bank records, invoices for payment, and checks written. The treasurer provides a written financial status report verified by the financial committee each quarter and at the annual association meeting. These reports will be made available in a timely manner in accordance with A.R.S. 33-1810. The treasurer maintains a record of lot owners in the association collects all assessments and notifies those delinquent. The treasurer is responsible for submitting all required state reports.

ARCHITECTURAL COMMITTEE CHAIRPERSON: The Architectural Committee Chairperson must be a Board Member and is responsible for managing the committee. The Duties of the Architectural Committee and its chairperson are described in Section 10.2 of these By-Laws.

Section 9.10. Delegation of Duties

Subject to the approval of the Board, the Officers may delegate their duties to a Person, or to a Property Manager who has been hired by the Association.

ARTICLE 10 COMMITTEES

Section 10.1. Standing Committees

The standing Committees of the Association are:

- (a) Architectural Committee
- (b) Block Captain Committee
- (c) Common Grounds Committee
- (d) Communications Committee
- (e) Financial Review Committee
- (f) Governing Documents Committee
- (g) Nominating Committee
- (h) Roads Committee
- (i) Social Committee
- (j) Welcome Committee

Each Committee will consist of a Chairperson and Members as selected by the Chairperson. Where appropriate, a co-chairperson can be selected as well. Members of all committees except the Social Committee must be CSE II members. The Chairperson and Co-chairperson of the Social Committee must be members; however other residents of CSE II may join the Social Committee. When possible, committees should include members representing a diversity of CSEII streets and should have a minimum of three people. The Board will appoint or reaffirm Committee Chairpersons after each Annual Meeting. Ad hoc Committees will be established for special purposes as determined by the Board. They will be directed in writing per Section 8.2 (i) of these By-Laws, and have a defined end date established. All committee chairs are expected to provide reports about their respective committee activities, including any expenses and revenues, at Board Meetings and Annual Meetings.

Section 10.2. Architectural Committee

The chairperson of the Architectural Committee will be a member of the Board of Directors in accordance with A.R.S. §33-1817. The committee is responsible for enforcing Article 12 of the CSE II CC&Rs (Use Restrictions) and any rules created in support of that article. The committee shall monitor the Properties for infractions as well as respond to homeowner complaints. The committee shall review any homeowner plans for adding, altering, modifying or changing any improvements on a Lot to ensure compliance with the CC&Rs and harmony with the overall scheme of the Properties. Following the review, the committee will notify the homeowner whether the plans have been approved or disapproved within 30 days unless the committee notifies the homeowner that more time is required. When a property in CSE II is about to be sold, the committee shall perform a follow-up inspection to update the most recent inspection and provide a report of the property's compliance with Article 12 of the CC&Rs.

Section 10.3. Block Captain Committee

The Block Captain Committee will consist of a Chairperson and one representative from each block within the Properties. These individuals will assume the responsibilities of the Neighborhood Watch requirements for their street, will be aware of the individuals living on their block, inform their Chairperson of security actions that

should be taken (exterior lights, water leaks, etc.), and keep the Block Captain Chairperson and Communications Committee informed of any secondary addresses that should be utilized for contact purposes. A Block Captain will attempt to resolve any association rules infractions with the owner. If resolution is not possible, the matter shall be referred to the Architectural Committee. Block Captains will make an effort to meet new owners.

Section 10.4. Common Grounds Committee

The Common Grounds Committee is responsible for all matters pertaining to the maintenance, repair or improvement of the common areas of the Association. The committee should obtain inputs from homeowners about desired goals for the common areas.

Section 10.5. Communications Committee

The Communications Committee, comprised of the *Database Manager, Newsletter Editor, and Webmaster*, ensures ongoing communication to the homeowners. This is done using several means; i.e., Association newsletters, website, email and mail so that all residents are informed on HOA matters. In addition, the Association's master database is maintained and is the source for the printed and electronic homeowner directories. The database is also utilized for the Annual Assessment mailings as well as the preparation and mailing of packets and ballots for annual and special meetings as needed. The Communications Committee supports the secretary in providing resale material to new buyers and escrow agencies, in accordance with the requirements of A.R.S. §33-1806.

Section 10.6. Financial Review Committee

The purpose of the Financial Review Committee is to review the financial status of the Association and report to the Board of Directors. Using generally accepted accounting standards and Arizona Revised Statutes that pertain to Home Owner Associations, the Committee will review financial statements of the Association at least quarterly, the payment of expenses and their proper categorization, the deposit of funds and the bank statements. The Committee will submit a written report to the Board of Directors following the quarter ending March 31, June 30, and September 30 of each year. The Committee will also prepare a written report following the year ending December 31 at the annual meeting of the Association. The Committee will immediately notify the Board of Directors of any discrepancies in the bank statements or any deviation from Arizona Revised Statutes or the Association's CC&Rs or By-Laws pertaining to the financial status of the Association. Members of the Financial Review Committee may not be related to the Treasurer, (including non-related members who live at the same lot) so as to prevent conflicts of interest.

Section 10.7. Governing Documents Committee

The Governing Documents Committee will annually review the Governing Documents (CC&R and By-laws) to ensure they comply with all applicable Federal, State and County laws. The Committee will recommend changes to the Board when necessary.

Section 10.8. Nominating Committee

The Nominating Committee is responsible for assembling a slate of candidates. The duties are described in Article 6 of these By-Laws.

Section 10.9. Roads Committee

The Roads Committee is responsible for maintaining the Association's roads using the Association's Reserve Fund for the purpose of extending their useful life. The Roads Committee shall develop and update a long-range maintenance plan to assist the Board in future budgeting decisions.

Section 10.10. Social Committee

The Social Committee will plan and coordinate entertainment events for all Members. These activities will be self-supporting; however, the Board may provide some monetary support for items such as decorations, as requested.

Section 10.11. Welcome Committee

The Welcome Committee will interact with homeowners new to CSE II as early as possible. The committee will invite the homeowners and others as appropriate to a gathering to share information and answer questions about the HOA. The committee will take other opportunities to answer questions and include the new homeowners in social and other events to make them feel welcome.

**ARTICLE 11
INDEMNIFICATION**

As more fully provided in the Arizona Non-Profit Corporation Act, every Officer and Director of the Association will be indemnified by the Association against all expenses, liabilities and penalties, including attorney fees, reasonably incurred by or imposed upon them in connection with any proceeding to which they may be made a party. The right of indemnification herein provided will not be exclusive of any rights to which any Director or Officer of the Association may otherwise be entitled by law.

**ARTICLE 12
BOOKS AND RECORDS**

The books, records and papers of the Association are available for inspection by any Member. In accordance with A.R.S. §33-1805 any Member desiring to review such books and records must provide a written request setting forth the proper purpose for the inspection. Upon receipt of the request, the Member shall be entitled to inspect such records during reasonable business hours and to have copies made of any documents, at the Member's expense. The Articles of Incorporation, CC&Rs, and the By-laws of the Association are available for inspection electronically.

**ARTICLE 13
ASSESSMENTS**

As more fully provided for in the Declaration, each Member is obligated to pay Annual Assessments, Special Assessments and Reimbursement Assessments to the Association. Any Annual or Special Assessments which are not paid within 30 days of the due date will be delinquent, will constitute a lien on the Lot of the Owner who is in default, and will include a late payment penalty of 10% of the unpaid amount (\$15.00 minimum). The Association may bring legal action against the Owner to collect unpaid Assessments. Interest, litigation expenses and reasonable attorney fees incurred in such action to the unpaid principal balance of delinquent Assessments and late charges.

ARTICLE 14 AMENDMENTS

Section 14.1. Amendment at a Meeting

These By-Laws may be amended at any regular or special meeting of the Members at which a quorum is present in person and by absentee ballot and it is approved by two-thirds (2/3) of the votes cast or a majority of the voting power, whichever is less in accordance with A.R.S. §10-11021 and A.R.S. §10-11003. Notice of any proposed changes to the By-Laws must be provided to the Members with the notice of such meeting.

Section 14.2. Amendment by Ballot Without a Meeting

These By-Laws may also be amended by a written ballot in accordance with the provisions of A.R.S. §10-3708, as amended from time to time.

Section 14.3. Signature Requirement

All amendments to the By-Laws must be in writing and signed by the President and Secretary of the Association.

ARTICLE 15 MISCELLANEOUS

Section 15.1. Conflict Among Documents

In the case of any conflict between the Declaration and the Articles of Incorporation and By-Laws, the Declaration will control. If there is a conflict between the Articles and By-Laws, the Articles will control.

Section 15.2. Fiscal Year

The fiscal year of the Association begins on the first day of January and ends on the last day of December.

Section 15.3. Parliamentary Rules

Robert's Rules of Order will govern the conduct of the Association proceedings when not in conflict with Arizona law or the Governing Documents.

Section 15.4. Correspondence from Homeowners

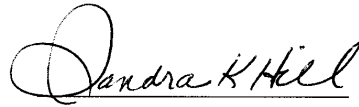
Written proposals, submissions, and complaints involving the Association, its Board and/or Committees must be mailed to:

CANOA SECA ESTATES II, INC.
Attention: (Appropriate Committee, or individual)
3800 S. Via Del Tejedor
Green Valley, AZ 85622

(This is a post box only. There is no home associated with this address.)

APPROVAL

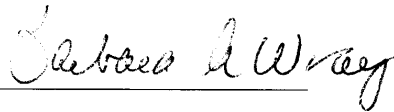
These Amended and Restated By-Laws were approved by owners who submitted a written ballot prior to the February 27, 2019 deadline. Owners representing seventy-nine lots submitted written ballots thus satisfying the quorum of 33% of the lots in CSE II. Seventy-four votes were in favor of passage, exceeding both a majority of the voting power and two-thirds of the votes cast.



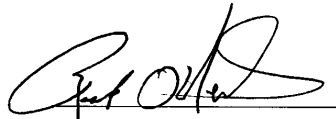
Sandra K. Hill, President



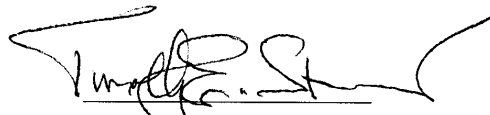
Samuel I. Schaen, Vice President



Barbara A. Wray, Secretary



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