

BYLAWS AS AMENDED OF
CATALINA PUEBLO ASSOCIATION

ARTICLE I
MEMBERSHIP

Section 1. Every person or entity who is owner of record of any Catalina Pueblo lot in fee simple or has accepted a deed therefor shall be a member of the Association, provided, however, that any person or entity holding an interest merely as security for an indebtedness shall not be a member of this Association.

Section 2. Any corporation that is a member of this Association shall be allowed but one representative entitled to use the common facilities, who shall be properly certified to the Board of Directors by the said corporation as its authorized representative.

ARTICLE II
MEMBERSHIP MEETINGS

Section 1. The Annual Meeting of the membership of this Association shall be held on the second Tuesday of January, or as decided by the Board of Directors.

Section 2. A special meeting of the members may be called by the President of the Association at any time by mailing notices to each member at least ten (10) days before the date of such meeting.

Section 3. Upon the written request of at least twenty-five percent (25%) of the members in good standing, the President shall call a special meeting of the members of this Association at the date requested, provided this date will meet the ten-day notice required by Section 2, above. Such request shall specify the purpose of the meeting.

Section 4. At least ten (10) days prior to any Annual or special meeting of the members the Secretary shall mail or deliver to each member the agenda for the meeting and a proxy form and absentee ballot to be used by those members who do not plan to attend. All ballots returned prior the time of the meeting will be valid.

Section 5. The President, or in his/her absence the Vice-President, or in the absence of the President and the Vice-President, a Chairman selected by the members present, shall call the meeting to order and act as Chairman thereof. The Secretary of the Association shall act as Secretary of all meetings of the members. In the absence of the Secretary, the President may appoint any person to act as Secretary for such meeting. Minutes of all meetings shall be made in writing and duly read or submitted to the next Annual or special meeting.

Section 6. At the Annual or any special meeting of the members, the presence of the owners of one-third (1/3) of the Lots, either in person, by proxy, or by absentee ballot, shall constitute a quorum.

Section 7. The order of business at all Annual or special meetings of the members shall be as follows:

- a. Establish whether a quorum is present.
- b. Reading of the Minutes of the preceding meeting and voting thereon.
- c. Reports of Officers.
- d. Reports of Committees.
- e. Unfinished business.
- f. New business.

Section 8. At the Annual Meeting, replacements will be elected to fill the vacancies of those members of the Board of Directors whose terms of office have expired, or been vacated and temporarily filled by the Board of Directors.

Section 9. Also at the Annual Meeting or any special meeting of the Association called in accordance with these Bylaws at which a quorum is present, members may, by majority vote of the members who are voting in person, by proxy, or by absentee ballot, take the actions listed below.

- a. Establish annual dues or special assessments for members.

- b. Incur indebtedness for maintenance of Common Properties and Facilities.
- c. Approve amendments to the Articles of Incorporation.
- d. Consider and act upon special issues confronting the Association.

ARTICLE III
BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of five (5) and no more than seven (7) members of this Association. Directors shall be elected for a term of three (3) years and their terms shall be so arranged that not more than three (3) nor less than two (2) Directors are elected each year.

Section 2. The affairs of this Association shall be managed and controlled by the Board of Directors.

Section 3. A meeting of the Board of Directors shall be held within ten (10) days after the Annual Meeting of the members. Other meetings shall be held monthly or as scheduled by the Board.

Section 4. The President or a majority of the Directors may call a special meeting of the Board provided that all members of the Board shall be notified five (5) days prior to such special meeting.

Section 5. The Board of Directors shall hold their meetings and have the records of the Association kept in Pima County, Arizona.

Section 6. A majority of the Board of Directors shall constitute a quorum for the transaction of business. The vote of a majority of the Directors present at any meeting shall prevail, unless the CC&Rs require a larger majority.

Section 7. The Board of Directors may designate the order of business at their meetings. In the absence of any such designation by the Directors, the President shall establish the order of business.

Section 8. At all meetings of the Board of Directors, the President, or in his/her absence the Vice-President, or in the absence of both the President and the Vice-President a Chairman chosen by the Directors, shall preside.

Section 9. If, for any cause, a vacancy occurs on the Board of Directors that cannot be conveniently filled at the Annual Meeting, the remaining Directors may by majority vote elect a successor to hold office until the next Annual Meeting of the members.

Section 10. The Board of Directors may create committees for any purpose. Such committees shall have such powers as shall be specified in the resolution creating them.

Section 11. The Board of Directors shall have such further powers as are generally vested in any corporate Board of Directors, including the hiring of personnel and expenditure of corporate funds.

Section 12. Upon written request from the owners of twenty-five percent (25%) of the lots to recall one or more members of the Board of Directors, the Board shall hold an election for the membership to choose between the Directors whose recall has been requested and any candidates who wish to replace them. The letter requesting the recall election shall name at least one (1) candidate willing to replace each Director whose recall is requested, and other nominations will also be accepted. This election shall be held within thirty (30) days of receipt of the request and may be held at the Annual or any special meeting of the members at which a quorum is present, or may be done by mail ballot. However the election is conducted, the person receiving the most votes wins. In case of a tie vote between an incumbent and a potential replacement, the incumbent shall remain on the Board.

ARTICLE IV
OFFICERS

Section 1. The officers of this Association shall be elected at the first meeting of the Directors following the Annual Meeting of the Association from among their number. There shall be a President, a Vice-President, a Secretary, and a Treasurer. One person may not hold more than one office.

Section 2. An officer may be removed for any cause at any time by a majority vote of the Board of Directors, and a new officer shall be elected by the Directors. Such removal is from the office only, not from the Board of Directors.

Section 3. All officers are elected for a period of one (1) year and, unless they resign or are removed by the Board of Directors, shall hold office until their successors are duly elected and qualified.

Section 4. The President shall preside at all meetings of the members and of the Board of Directors. He/She shall sign instruments for and on behalf of the Association and shall do and perform such other duties as from time to time may be assigned to him/her by the Board of Directors.

Section 5. The President shall appoint all committee members, subject to the approval of the Board of Directors.

Section 6. In case of the absence or disability of the President, the duties of the office shall be performed by the Vice-President.

Section 7. The Treasurer shall have custody of all funds of the Association which may come into his/her hands; shall open a bank account or accounts in the name of the Association and shall deposit all monies of the Association therein; shall endorse for collection on behalf of the Association checks, notes, and other obligations and deposit same in the bank or such depositories as may be designated by the Board of Directors; shall sign receipts and vouchers for payments made to the Association and authorize with the President or his/her designated agent all monies paid out or disbursed under the Association name; shall make financial reports monthly to the Board of Directors and quarterly to the members of the Association; and shall keep an accurate record of all receipts and disbursements of monies of this Association. Whenever required by the Board of Directors, the Treasurer shall render a financial statement. He/She shall submit a written report to the members of the Association at its Annual Meeting and shall perform all duties incident to his/her office, subject to the control of the Board of Directors. The Board of Directors shall provide for either an audit, review or compilation of the annual financial report of the Association, as determined from time to time by the Board. The audit, review or compilation shall be prepared by a Member of the Association, other than a Director, appointed by the President of the Association. A report of the audit, review or compilation shall be completed and delivered to the Board no later than one hundred eighty days after the end of the Association's fiscal year and shall be made available upon request to the Members within thirty days after its completion.

Section 8. The Secretary shall attend to the giving and serving of all notices of the Association when directed by the President; shall sign with the President in the name of the Association all contracts authorized by the Board of Directors and other documents attesting the signature of the Association; shall keep an accurate and complete set of minutes of all meetings of the members or the Board; shall send the draft minutes of the Annual Meeting to all members with the next newsletter after that meeting; shall send draft minutes of all Board meetings to all members of the Board at least ten (10) days prior to a subsequent meeting for study, and approval or correction at that meeting; and shall post the approved minutes of each Board meeting at all three swimming pools. The Secretary shall in general perform all of the duties incident to the office of Secretary, subject at all times to the control of the Board of Directors.

ARTICLE V ENFORCEMENT OF COVENANTS AND RESTRICTIONS

The Association may, insofar as permitted by law, establish, modify, alter, and enforce such rules and regulations as may be necessary to promote and sustain the stated purposes and objectives of this Association, provided that any such rule may not abrogate any easement, covenant, or restriction imposed on any property by Deed Restrictions of record.

ARTICLE VI AMENDMENTS

Section 1. Amendments to these Bylaws may be made by a majority vote of the Board of Directors subject to the affirmative vote of the owners of a majority of the lots. All proposed changes in the Bylaws shall be both submitted in writing to all members of the Association fifteen (15) days prior to the time of balloting and be accompanied by a brief

statement of the reason for the change. Section 2. No amendment shall be in conflict with the provisions of the Articles of Incorporation or with the Covenants and Deed Restrictions applicable to Catalina Pueblo.

ARTICLE VII
SEAL

The Board of Directors shall provide a suitable seal containing the name of the Association and the words "Incorporated, Arizona, 1972," which seal shall be in charge of the Secretary. An imprint of such seal shall be affixed to the margin of the Bylaws.

ARTICLE VIII
WAIVER

Any member, Director, or officer of this Association may waive notice required to be given by these Bylaws.