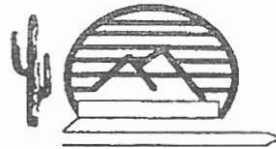


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DARLENE JEROME  
1497 N ESTATE DR  
TUCSON AZ 85715



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Dorado Country Club Estates  
*Master Association*

**BY-LAWS - 2009 REVISION**

**DEFINITION**

The name of the Corporation is the Dorado Country Club Estates Improvement Association #1, referred to in these By-laws as the "Master Association".

**GOVERNING DOCUMENTS**

The Board of Directors and all associated committees are governed by in sequence:

- Arizona Revised Statutes (ARS) Title 33 and 10
- Covenants, Conditions and Restrictions (CC&R's) for Dorado Country Club Estates Master Association
- Articles of Incorporation
- By-laws of the Dorado Country Club Estates Master Association.
- Committee Charter

## **Article I. MEMBERSHIP**

Section 1. Each association within Dorado Country Club Estates shall designate a representative to serve with no remuneration on the Board of Directors. Directors may serve for consecutive terms but must be designated each year. Each representative shall be referred to as a Director.

Section 2. Each association will also designate an alternate Director to serve if the Director is not available to represent his association.

Section 3. Designations will be made in writing to the Secretary no later than January 10<sup>th</sup> of each year.

## **Article II. BOARD OF DIRECTORS**

Section 1. The Board of Directors shall consist of 12 Directors (see Article I). Each Director shall serve for one year or until replaced.

Section 2. Each Director shall be entitled to cast one vote for each Owner Lot located within their association and all votes must be cast by each Director as a block.

Section 3. The Board of Directors shall manage the business affairs of the Master Association and operate in the best interest of the health, safety and welfare of the residents, in accordance with the Articles of Incorporation and the Covenants, Conditions and Restrictions and applicable state, local and federal laws.

Section 4. The Board may adopt, by a majority vote, specific rules and regulations to carry out the duties of the Board as needed to comply with the governing documents.

## **Article III. OFFICERS AND ELECTIONS**

Section 1. The officers of the Master Association shall be President, First and Second Vice President, Treasurer and Secretary, who shall serve with no remuneration.

Section 2. The officers shall be elected by the Board of Directors each January at the annual meeting of the corporation and shall hold office for terms of one year or until replaced. Officers may succeed themselves.

Section 3. The Nominating Committee will submit a slate of candidates to the Board of Directors for all officer positions. The slate will be published to the Board prior to the election. In addition to the slate, the President will solicit nominations from the floor prior to the vote.

Section 4. The officers need not be members of the Board but each must be a member in good standing of a neighborhood association. In the case where they are not Directors, they shall cast no vote.

Section 5. The Board may remove an officer whenever in its judgment the best interest of the association will be served by so doing. Removal may be accomplished by a vote representing two-thirds (2/3) of the voting power of the Directors present, provided that said Officer be given written notice of impending action at least 30 days prior to the vote.

Section 6. In the event the President is unable to complete his term of office or is removed from office, the First Vice President will become President and the Second Vice President will become the First Vice President and the position of Second Vice President shall remain vacant until the next regular election.

Section 7. In the event there is no remaining Vice President, the Nominating Committee will submit a slate of candidates to the Board of Directors who will elect a Vice President to serve the remainder of the term of office.

Section 8. In the event the office of Treasurer or Secretary shall become vacant, the Board may make an interim appointment to fill the position until the next scheduled election.

## **Article IV. DUTIES AND RESPONSIBILITIES OF OFFICERS**

Section 1. All Officers and Board members have a fiduciary responsibility to protect the interests of Dorado Country Club Estates.

Section 2. The **President** shall exercise such powers and perform such duties incident to the office and such other duties as may from time to time be delegated by the Board. Among others, the president shall:

- a) Preside at all meetings of the Corporation and the Board of Directors.
- b) Exercise general supervision over all other officers of the association
- c) Submit an annual report of operations to the association
- d) Execute all contracts and instruments of conveyance authorized by the Board of Directors.
- e) Verify that the orders and resolutions of the Board are carried out.
- f) Be an ex-officio member of all committees.
- g) Make committee appointments for all committees except the Nominating Committee

Section 3. The **Vice President** shall automatically assume the office of President if the President is absent, incapacitated or the office is vacant for any reason. As such, is vested with all the powers and authority required to perform the duties of the President. Additionally, the Vice President shall:

- a) Provide oversight and assistance to committees.
- b) Serve as an ex-officio member of all committees except the Nominating Committee.
- c) Perform such other duties as the President or Board of Directors may assign from time to time.

Section 4. The **Treasurer** is the chief financial officer and shall hold office at the pleasure of the Board. The Treasurer is responsible for the general care and custody of all the securities, funds, and financial records of the Master Association and disbursement thereof subject to the control of the Board of Directors and shall perform all duties incident to the office of the Treasurer and such other duties as may from time to time be assigned by the Board of Directors. Additionally, the Treasurer shall:

- a) Serve as a member of the Budget & Finance Committee.

- b) Prepare, with the assistance of the Budget Committee, a budget and present a financial report at the annual meeting.
- c) Present a current written financial report at the monthly meetings of the Board of Directors including Statement of Income, cash receipts and disbursement activity, accounts receivable and payables aging report; status of reserve funds; etc. A signed copy of the financial report will be provided to the Secretary.
- d) Prepare and file all necessary financial reports to include, tax forms/reports, and any other report required by law on a timely basis. Report to the Board as a part of the Treasurer's report when reports are filed or if there is a problem filing such reports in a timely manner. Under no circumstances will reports be filed late without the explicit knowledge and authorization of the Board. Signed copies of all financial filings will be forwarded to the Secretary as part of recorded minutes of the meeting in which the filing is reported.
- e) Exhibit the books and accounts of the Master Association when requested to by any homeowner upon reasonable (10 days) notice. If unable to respond within a reasonable time, the Board and the homeowner will be notified. Any such actions will be included as a part of the Treasurer's report to the Board.
- f) Receive, receipt for, deposit and transfer funds on behalf of the association. Receipts will be prepared using a preprinted consecutively numbered receipt book.
- g) Disburse the funds of the association, for specific purposes authorized by the Board including routine bill pay.
- h) Balance and reconcile the bank accounts each month within 10 days of receipt. These records will be held for seven (7) years.
- i) Develop, document, and implement strategies to invest association funds in collaboration with the Budget and Finance Committee.
- j) Ensure that the association maintains adequate insurance coverage based on written guidelines of the Board and the Budget and Finance Committee.
- k) Coordinate with the Audit Committee to select an outside auditor and coordinate activities related to the outside audit.
- l) Review, clarify, and implement recommendations based on internal and external audit findings within 30 days of findings unless otherwise specified by the Board and report implementation to the Board.

Section 5: The **Secretary** shall serve at the pleasure of the Board, and shall perform all duties incident to the office of the Secretary and such other duties as may from time to time be assigned by the Board of Directors. Additionally, the Secretary shall:

- a) Take minutes at all Board meetings.
- b) Deliver or submit notices in accordance with these by-laws and state and local requirements.
- c) Keep an up-to-date list of all directors, committee members, officers including mailing address, phone number and email address.

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- d) Prepare and file Arizona Commission Report plus any Statutory Agent Reports that area required.
- e) Furnish all Board members with all necessary documents and amendments.
- f) Provide new Board members with orientation packet.
- g) Maintain and secure the official records and documents of the organization including the Articles of Incorporation, By-Laws, all correspondence, minutes, voting ballots, correspondence, etc according to the retention schedule. Permanent minutes will include a copy of all documents presented during the meeting.
- h) Supply Directors, officers and committee members with agenda, financial report and committee reports and other pertinent information prior to monthly meetings.
- i) Bring to each meeting the minutes book, by-laws, membership list, list of committees and their members, agenda, records, ballots and other necessary supplies.
- j) Serve as a member of the Election Committee

## **Article V. COMMITTEES**

Section 1: Committees assist the Board by managing certain operations, planning or researching specific tasks or issues and advising various courses of action to the Board. There are two types of committees: standing (permanent) and ad hoc (or special). Ad hoc committees may be established by majority vote to respond to a special problem or event not covered by a standing committee or officer. The minutes of the meeting that establishes the committee will indicate the purpose, name, designation, scope of authority, and start and end date. Ad hoc committees will be dissolved when their task is completed.

Section 2: The Vice President is an ex-officio member of all committees except the Nominating Committee. All committee appointments, with the exception of the Nominating Committee will be made by the President based on Board and Executive Committee recommendations. Committee members are not required to be a member of the Board but must be members in good standing of their community association. The chair will be designated by the President. The chair will designate a vice chair. The chair will preside over all committee meetings and is responsible for coordinating all committee activities with the Board. The Board has the right to remove any member from a committee with a two-thirds (2/3) majority vote.

Section 3: Committees will meet as determined by the chair. Standing committees will meet at least quarterly. The committee will develop its own agenda. Minutes of all meetings will be forwarded to the secretary within seven (7) days of the meeting.

Section 4: Committees will submit reports to the Board each month whether there are pending actions or not. All committees will prepare a summary report to be included in the annual packet. Each Board meeting agenda will provide time for committee reports.

Section 5: Committees identified with an M are mandatory (M). Additional standing committees not identified here must be recommended by the Executive Committee and approved by the Board. The following are standing committees:

1. Audit (M)
2. Budget and Finance (M)
3. Election
4. Executive (M)
5. Land Use
6. Landscape (M)
7. Nominating (M)
8. Roads (M)
9. Rules
10. Safety and Communications

**Section 6. Executive Committee – Shall advise and assist the president and the Board and is composed of the President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, Treasurer, and Secretary. The President may temporarily appoint additional members as necessary. The President, or Vice President in the absence of the President, will preside over all meetings and may call for a meeting at any time. The Committee shall act on behalf of the Board between regularly scheduled Board meetings on routine business including obtaining legal counsel. All actions of the Committee shall be reported to the Board as soon as practical.**

**Section 7. Budget & Finance Committee – Shall develop the budget, review the insurance policy annually, develop reserve funding plan, make recommendations regarding assessments, investments, and budget implementation.**

**Section 8. Audit Committee – Shall inspect Master Association financial records and procedures once a year prior to the annual meeting or when there is a change in Treasurers, or when requested by the Board. The Committee shall assist in matters related outside audits. The Audit Committee is independent of the Treasurer and the Budget and Finance Committee. Members of the Executive Committee may not be members of the Audit Committee.**

**Section 9. Roads Committee – Shall provide oversight, inspect, and make recommendations regarding safety and maintenance of Master Association streets and determine short and long term repair needs.**

**Section 10. Landscape Committee – Shall manage common area general maintenance and landscaping to preserve and enhance the value of the community. The Committee shall perform routine inspections of Master and sub-association areas and make recommendations regarding long and short term repair and improvement needs.**

**Section 11. Land Use Committee – Shall oversee zoning and other internal and external development or infrastructure issues potentially impacting Dorado Country Club Estates community.**

**Section 12. Nominating Committee – Shall recruit, interview, and select a slate of nominees for the annual election of officers or when an officer position becomes vacant. Committee members shall be approved by the Board.**

**Section 13. Election Committee – Shall oversee the election process at annual and special meetings. The Committee shall verify eligibility, prepare ballots, and certify election results.**

Section 14. Rules Committee – Shall review association, state, local and federal statues, rules, policies, procedures, and regulations, and make recommendations regarding compliance issues

Section 15. Safety & Communications Committee: Shall promote initiatives to enhance community safety and security and establish and maintain primary and secondary communication links between the Board and the Dorado Country Club Estates community.

## Article VI. MEETINGS

Section 1. Annual Corporation Meeting shall be held each January or as soon thereafter as is practical at a time and place as designated by the Board of Directors. No less than 10 days' written notice shall be given by the Secretary as to date, time and place of the Corporation meeting.

Section 2. Meetings of the Board of Directors are held on the 3d Wednesday of each month except June, July, and August when the Board has the option to recess. In order to conduct business, a quorum must be present at the beginning of the meeting.

Section 3. Meetings are scheduled a year in advance and are generally on the same day of each month. Directors who cannot attend the meeting shall notify the alternate to make sure their community's interests are represented.

Section 4. The President shall provide a draft agenda to the Board at least 10 days prior to the scheduled meeting. Once an item goes on the agenda, it will stay on future agendas under unfinished business until final resolution. Details about personnel, litigation, and contract negotiations will not be placed on the agenda.

Section 5. The Secretary will furnish the Directors with an information packet five (5) days prior to the scheduled monthly meeting. The packet will include:

- Agenda (including action item list)
- Minutes of previous meeting
- Financial report
- Committee reports and other pertinent information when available

Section 6. A majority of the Board of Directors shall constitute a quorum and a majority of the voting power of those present shall rule on any motion except as provided by the Articles of Incorporation.

Section 7. The meetings will be conducted using Robert's Rules of Order. The chair is responsible for keeping the meeting and discussion on track. If residents wish to speak before the Board, they must be allowed to do so. Resident comments received in writing will be included in the Board Packet.

Section 8. Agenda items to be voted on will be noted on the agenda. Committees will draft proposed motions or resolutions as part of the committee report to give the Board the opportunity to address them with their respective Boards before the meeting. Amendments to motions may be made during the meeting to clarify or improve the wording or to change the meaning or scope.

Section 9. The Secretary will prepare minutes for each Board meeting. Committees will be responsible for providing a copy of minutes of all meetings to the Secretary within seven (7) days of their meeting.

Section 10. Special Meetings of the Board may be called by three (3) Directors with the Secretary sending notice five (5) days in advance.

## **Article VII. FISCAL AND FINANCIAL OPERATIONS**

Section 1. Fiscal year of the Corporation shall be the calendar year.

Section 2. Accounting will be on a cash basis.

Section 3. Dues and Assessments:

- a) The Board of Directors shall approve a budget presented at the November meeting and voted on at the December meeting each year and shall cover to the best of their ability the provision of all necessary funds for the coming year.
- b) The Board of Directors shall have full responsibility and authority for the collection of all dues and assessments through the Treasurer.
- c) The Board of Directors shall designate the amount of annual dues as well as the payment schedule with a 5% late charge if more than 30 days in arrears. In the event that a delinquent assessment shall be referred to an attorney or collection agent, the delinquent association shall be liable for all reasonable costs incurred.
- d) From time to time the Board of Directors may, in accordance with the governing documents, assess additional dues as necessary.

Section 4. The Board shall establish and monitor fiscal reserves for specific purposes such as road maintenance, long term landscape or architectural change or repair projects in the Master Association common areas.

Section 5. Checks under \$500 can be signed by one authorized (officer) signature. Checks exceeding \$500 for unbudgeted items shall require two signatures. All requests for checks in any amount for unbudgeted items shall be in writing. The Executive Committee will be notified in advance of all reserve fund transfers made in accordance with documented investment strategies. Reserve fund changes will be included in the monthly financial report.

Section 6. All elected officers shall sign signature cards on all accounts

Section 7. The Board shall provide for an audit, review or compilation of the association to be conducted annually. The Audit Committee will inspect the financial records when there is a new treasurer. A certified public accountant audit will be conducted at least every five years.

Section 8. Contracts and Contracting

- a) Contracts will be monitored by the respective committee for compliance.
- b) Final payment of all contracts will be made upon satisfactory completion of work.
- c) Contractors doing business on Dorado Country Club Estates Property are required to provide a certificate of insurance.
- d) Prior to approval of contracts over \$500, at least three bids will be obtained.



## **Article VIII. ADOPTION AND AMMENDMENTS**

Section 1: These By-Laws become effective when adopted by a vote of two-thirds (2/3) of the voting power of the Board of Directors.

Section 2. These By-Laws may be amended by a vote of two-thirds of the voting power of all Directors with the provision that any proposed change be presented in writing at one meeting and voted on not earlier than 21 days thereafter.

Section 3. Amended and adopted By-Laws shall be signed by the President and the Secretary and recorded with the Arizona Pima County Office of the Recorder.

## **Article IX. INDEMFICIATION OF OFFICES AND DIRECTORS**

Section 1: Past and current Officers, Directors, and Committees of the Corporation shall be indemnified by the Corporation against all expenses, liabilities and penalties, including counsel fees, reasonably incurred by or imposed upon him/her in connection with any proceeding to which he/she may be made a party or in which he/she may become involved by reason of any acts or omissions alleged to have been committed by him/her while acting within the scope of his/her duties as a Director, Officer or committee member of the Corporation thereof, provided that such person acted in good faith and did not act, fail to act or refuse to act willfully with gross negligence, or with fraudulent or criminal intent in regard to the matter involved in the action or proceeding.

Section 2: The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, or committee member of the Corporation against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have had the power to indemnify him/her against such liability under this Article. The right of indemnification hereinabove provided shall not be exclusive of any rights to which any Director, Officer, or committee member of the Corporation may otherwise be entitled by law.

The Dorado Country Club Estates Improvement Association #1 (Dorado Master HOA) President, Patricia York, and Secretary, Darlene Jerome, attest that these Amended By-Laws were approved by at least 2/3 of the Master HOA Directors.

Dated: December 17, 2009

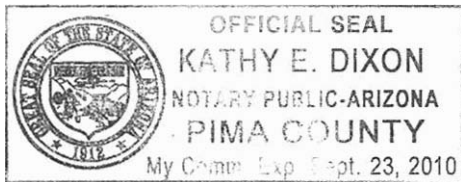
**DORADO COUNTRY CLUB ESTATES IMPROVEMENT ASSOCIATION #1**

By: Patricia York  
President

Darlene Jerome  
Secretary

STATE OF ARIZONA     )  
  ) ss.  
COUNTY OF PIMA     )

The foregoing Amended By-Laws were acknowledged before me on December 17, 2009, by Patricia York, the President and Darlene Jerome, the Secretary, Dorado Country Club Estates Improvement Association #1.



Kathy E Dixon  
Notary Public

My Commission Expires September 23, 2010

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