

AMENDED AND RESTATED BYLAWS OF  
DORADO COUNTRY CLUB ESTATES ASSOCIATION FOR BLOCK 70

Adopted on: September 30, 2010

1. **Purpose.** These Bylaws govern the operation of the Dorado Country Club Estates Association for Block 70, Inc. ("Association")
2. **Membership in Association.** The owners of Lots 1-74 in Dorado Country Club Estates, Block 70, are Members of the Association.
3. **Voting.**
  - a. One Member from each Lot is entitled to vote on all matters requiring a vote of the Members, so long as all fees, assessments, charges under paragraph 24 of the Restated Declaration of Covenants, Conditions and Restrictions (CC&Rs); charges imposed on the quarterly payment of dues; interest on past due amounts; and costs and attorney fees due from the Owners of the Lot have been paid to the Association and the Lot is not in violation of the CC&Rs as interpreted by the Architectural Committee and affirmed by the Board of Directors ("Board").
  - b. All voting will be conducted by mail-in ballots. Arizona law prohibits the use of proxy votes.
4. **Corporate Business.** All business of the Association will be conducted by the Officers and Directors in accordance with the Articles of Incorporation ("Articles"), these Bylaws and the CC&Rs (hereafter collectively referred to as the "Governing Documents").
5. **Officers.** The Officers of the Association are the President, Vice President, Secretary, Treasurer and Master Association Representative. No Director may hold two offices. Officers will be appointed by the Directors from among the Members of the Board.
6. **Duties of Officers.** The Officers of the Association will conduct the corporate business as agreed upon by a majority of the Directors present and voting at any regular or special meeting of the Board. A quorum of the Directors must be present at any such meeting, to conduct any business. A quorum consists of a majority of the Directors present at the meeting.
  - a. **President.** The President will preside over all meetings of the Association and the Board and sign all corporate correspondence, including contracts. The President is authorized to sign corporate checks for bills and invoices that have been approved by the Board. The President may contract for the Association with the approval of the majority of the Directors.
  - b. **Vice President.** In the absence of the President, the Vice President will assume the duties of the President.

- c. **Secretary.** The Secretary will keep a complete list of all the Members of the Association and send written notice of the annual and any special meetings to all Members via U.S. Mail. The Secretary will also prepare and distribute the minutes of all the regular and special meetings of the Board and the Members.
- d. **Treasurer.**
- i. The Treasurer will collect fees, assessments and other charges under paragraph 24 of the CCR's, charges on the quarterly payment of fees, interest on past due amounts, costs and attorney fees, and invest funds as directed by the Board. The Treasurer will pay bills for items or services that are budgeted. All non-budgeted items or services, as well as any budgeted items or services in excess of \$500.00 must be approved by the Board prior to such funds being expended.
  - ii. The Treasurer will sign checks, submit a written annual budget to the Directors prior to each new fiscal year, annually report the financial conditions of the Association to the Members, annually evaluate and maintain adequate insurance against liability, including hazard insurance, pay fees to maintain the lawful existence of the Association and serve as chairperson of the finance committee.
  - iii. In accordance with the requirements of A.R.S. §33-1810, the Treasurer will be responsible for arranging for an annual financial audit, review or compilation of the Association's finances. This audit, review or compilation must be completed no later than 180 days after the end of the Association's fiscal year. The Treasurer will make the audit, review or compilation available upon request to the Members within 30 days after its completion.
- e. **Master Association Representative.** The Master Association Representative will be appointed by the Board. The Master Association Representative will represent the Association and the Board at the Master Association meetings. The President, or other designated Director, will act as the Master Association Representative for the Association at any Master Association meeting, if the Master Association Representative is unable to attend.
- f. **Absence of President or Vice President.** If the President and Vice President are absent from any meeting of the Board or Members, the majority of a quorum of the Board will designate the Secretary, Treasurer or Master Association Representative as the chair of the meeting.
- g. **Fidelity Insurance.** The Association will provide fidelity insurance on the President and any other persons who handle or are responsible for the collection and expenditure of the funds belonging to the Association.

7. **Board of Directors.** The Board consists of the Officers, the immediate past President and any other Members of the Association who have been elected as Directors by the Members, or appointed by the Board to fill the unexpired term of a Director who resigned or was removed. There will be an odd number of Directors and the Board will not exceed 11 Directors, inclusive of the Officers.

8. **Duties of the Board of Directors.**

- a. **General Duties.** By a vote of a majority of the quorum of Directors, the Directors will direct the Officers to conduct corporate business, including the approval of the annual operating budget each year. The Board will obtain all necessary property insurance, general liability insurance and directors' and officers' liability insurance and evaluate such policies at least annually. In addition, the Directors will perform those obligations specified in the Governing Documents, enforce the terms thereof, interpret the terms of the Governing Documents and work with the Architectural Committee in the preparation and enforcement of written design and construction guidelines.
- b. **Compensation.** No Director will receive compensation for serving as a director of the Association. However, any Director may be reimbursed for his/her actual expenses incurred in the performance of his/her duties. Directors will be reimbursed for any out-of-pocket funds used to pay for previously approved services or materials needed in conducting the business of the Association.
- c. **Action Without a Meeting.** The Directors have the right to take any action in the absence of a meeting that could have been taken at a meeting by obtaining the written approval of **all** the Directors. Such action has the same effect as though taken at a meeting of the Directors.

9. **Election and Removal of Officers and Directors.**

- a. **Nomination.** Prior to the annual meeting of the Members, the President will appoint at least two, but not more than three, Directors to serve as the Nominating Committee. The Nominating Committee will nominate Members for election to the Board to fill the terms of Directors whose terms are expiring.
- b. **Eligibility for Nomination.**
  - i. Only Members of the Association are eligible to be nominated for election as Directors. In addition, only one Member from each Lot may serve as a Director at any time. No Member of the Association is eligible to be nominated as a Director unless all fees, assessments, charges under paragraph 24 of the CC&Rs, charges on quarterly payments of fees, interest on past due amounts, costs and attorney fees due from the Member have been paid and the Owner is not in violation of the Governing Documents, as determined in the sole discretion of the Architectural Committee and affirmed by the Directors.

- ii. The Nominating Committee will solicit nominations from all Members of the Association at least 30 days in advance of the election. All nominations must be received by the Secretary at least 21 days prior to the elections in order to be considered for inclusion on the ballot. The Nominating Committee will select the nominees to be placed on the ballot based on criteria supplied by the nominee in the form of a resume to include special skills and/or interests, past participation on committees and a commitment to serve and abide by the Governing Documents. The Nominating Committee is not obligated to include on the ballot all of the persons seeking nominations and will strive to provide a ballot containing the names of those Members the committee believes are the most qualified candidates. Nominations from the floor are not permitted.

c. **Elections.**

- i. The Nominating Committee will provide the Secretary with the names of those Members whose names will be on the ballot. The Secretary will send a letter to each Member who has requested to be nominated and advise the Member if he or she will be placed on the ballot.
- ii. The Nominating Committee will mail one ballot to the owners of each Lot via U.S. Mail, postage prepaid, at least 14 days prior to the election. Election to the Board will be by secret mail-in ballot. The deadline for all ballots to be received by the Secretary is three days before the election date. Any ballots returned after the deadline will not be counted. Each Member may cast, in respect to each vacancy, as many votes as he/she is entitled to exercise under the provisions of the Declaration (with one vote per Lot per vacancy). Those nominees receiving the largest number of votes will be elected to the Board.

- d. **Terms of Office.** At the 2008 Annual Meeting of the Members, the conversion from one-year terms to two-year staggered terms for Members of the Board was initiated. Each year one-half of the Board Members' positions (those ending their two-year term) will be up for election, thereby ensuring there are always incumbent Members on the Board. This will allow the new Members of the Board to become acclimated to the duties of the Board and avoid having the entire Board replaced during any single annual election.

e. **Removal from Office.**

- i. If any Director becomes ineligible as defined in 9.b.i above, the Director will automatically be removed from office. The remaining Directors may fill any vacancies. A Member selected to fill a vacancy must be eligible as defined in 9.b.i above and will serve the remaining term of office of the Director he/she is replacing. This same process will be followed to fill any vacancy caused by a resignation from the Board.

- ii. Any Director who misses three consecutive regular meetings of the Board or 50% of the total meetings held in a calendar year will be deemed to have resigned from the Board. The Board will appoint a replacement to fill the unexpired term of such a Director.
- iii. At any regular or special meeting of the Association at which a quorum is present, any member of the Board can be removed by the Members, with or without cause, by the vote of a majority of the Members who are voting. For purposes of the removal of a member of the Board, a quorum exists if 20% of the Members are present at the meeting, or have returned a mail-in ballot. The procedure for removing a member of the Board is as follows:
  - (1) A petition signed by the Owners entitled to cast at least 25% of the votes in the Association that requests the removal of a member of the Board must be submitted to the Board.
  - (2) Once the petition has been received by the Board, the Board must notice a special meeting of the Members. The notice of this special meeting must be given to the Members at least 10 days before the meeting. Such notice must be either hand-delivered or sent by first class mail to the mailing address for the Member as reflected in the Association's records. A mail-in ballot must be sent with the notice of the special meeting and must give the Member the right to vote for or against the removal of the named member of the Board who is proposed to be removed. The mail-in ballot must also set forth the names of person(s) to be elected in the event that the vote is in favor of removal of that member of the Board with a place on the ballot to vote for or against the person to fill the vacant position. The names of those to be elected in the event that a member of the Board is removed will be chosen by the Nominating Committee that was formed for the most recent election of Directors, or in the event any of those Members are unable or unwilling to serve, by a Nominating Committee selected by the Board. No person whose removal has been requested by the Members may serve on the Nominating Committee responsible for choosing potential new Directors.
  - (3) The special meeting must be held within 30 days from receipt of the petition requesting the removal of a member of the Board.
  - (4) A petition asking for the removal of the same member of the Board cannot be submitted more than once during each term of office for that Board member.

10. **Meetings.**

- a. **Annual Meeting of the Members.** The Board will call an annual meeting of the Members. The annual meeting will include the results of the election of new Directors. The Secretary will provide written notice of the annual meeting to all Members via U.S. Mail, at least 10 days prior to the meeting date.
- b. **Special Meetings of the Members.** The Board may call special meetings of the Members as needed during the year. The notice of any special meeting of the Members will be sent to all Members via U.S. Mail at least 10 days prior to the date of the special meeting date. The notice must include the purpose for which the special meeting is being called, including the general nature of any proposed declaration, changes in assessments or other items that require approval of the Members. If a vote is to occur at any special meeting, mail-in ballots will be sent with the notice of the special meeting.
- c. **Meetings of the Board.** The Directors will endeavor to meet monthly throughout the year. Members are entitled to attend all meetings of the Board, except for those meetings held in executive session for the limited purposes as set forth in A.R.S. §33-1804. The Board will post notice of its Board meetings at least 48 hours prior to the meeting. Any Member can contact the Secretary for information on the date, time and location of the meetings of the Board. Minutes of the Board meetings are available to any Member upon request. Upon request of a Member, the minutes will be sent electronically to the Member via the Internet.

11. **Finances.**

- a. **Annual Fee.** The annual fee per Lot for each fiscal year will be determined and approved by the Board prior to May 1 of each year. The annual fee may be paid in equal quarterly installments, as set forth below. The Treasurer, or designee, will notify the Owners of the annual fee by June 15 of each year. All payments must be sent to Dorado Country Club Estates Association for Block 70, 6951 East Calle Cerca, Tucson, Arizona 85715 or an alternative address designated by the Board of Directors.
- b. **Delinquent Annual Fees.**
  - i. **Date of Delinquency.** If any quarterly installment of the annual fee is not received within 30 days of its due date, a Lien Warning Notice will be sent to the delinquent Member that provides that the Member has 10 days to pay the amount due. If the amount due is not paid within the 10-day period, the unpaid balance of the annual fee for the remainder of the year will immediately become due and payable and a lien for that amount, plus all costs and attorney fees incurred, will be recorded against the Lot and the Owner will be responsible for the payment of all such sums before a Release of Lien will be recorded.

- ii. **Late Charges.** A late fee of 10% of the amount due or \$15.00, whichever is greater, will be charged if the annual fee (or any installment thereof) is not paid within 15 days of its due date. Interest will accrue on any sums that are unpaid 30 days after the due date at the rate of 10% per annum until paid in full. All payments received from the Member will first be applied to any unpaid assessments, then to any unpaid charges for late payment of those assessments, reasonable collection fees and unpaid attorney fees and costs incurred with respect to those assessments, in that order, with the remaining amounts applied to any other unpaid fees, charges and monetary penalties or interest and late charges on any of those amounts.
  - c. **Installment Payments for Annual Fees.** The annual fee may be paid in four quarterly installments on or before June 30, September 30, December 31 and March 31 of each fiscal year. The Treasurer will send a notice of the amount due at least 10 days prior to date the quarterly installment is due.
  - d. **Sale of Lot.** Upon the sale of any Lot, all fees, late charges, fines, accrued interest, costs and attorney fees must be paid in full.
12. **Committees.** The President will appoint a Director to serve as the chair of each committee. Each chairperson is responsible for soliciting Members to his/her committee from the Members. All members of the Board are expected to take an active role in the community by serving on a committee. The President is a consulting Member of each committee and may be the chairperson for a committee, if needed. Committee chairpersons will be authorized to contract for the association, up to an amount set annually by the Board, for goods and services within the committee's responsibilities without further approval of the Board.

The following committees are the "standing" or ongoing committees:

- a. **Finance.** This committee will work with the Treasurer to collect and invest funds pursuant to the direction of the Board, prepare a written annual budget, present the annual budget at the annual meeting each year, evaluate insurance coverage, identify any budget shortfalls and/or overages, recommend dues increases and assessments as needed and oversee the collection of delinquent annual fees and other sums due to the Association.
- b. **Architectural Committee.** This committee will approve or deny architectural proposals subject to the CC&Rs, report and recommend enforcement of CCR's violations to the Board and monitor all Lots with periodic inspections to ensure all Lots are free from violations. A checklist, approved by the Board, will be used for Lot inspections and will be available to all Members.
- c. **Maintenance.** This committee will oversee the operation of all mechanical and electrical equipment necessary for the efficient operation of common areas within Block 70, except sprinkler systems. The Maintenance committee will coordinate with the Landscape, Pool and Roads committees as needed.

- d. **Landscape.** This committee will supervise the maintenance of common areas, sprinkler systems and other property with the exception of the pool. The Landscape Committee will strive to control costs and water consumption by using low water usage plants and trees. The Landscape Committee will coordinate the two “brush and bulky” collections with major pruning of trees and plants. The Landscape Committee will provide the Board with a plan for landscape maintenance and special or seasonal projects each year.
  
- e. **Pool.** This committee will supervise the operation of the pool, considering litter, pest control and maintenance of the equipment. In addition, this committee will ensure cost-savings measures are implemented wherever possible and applicable. The committee will create, update and post pool rules for the benefit of the Members and their guests. The committee will ensure that the pool passes any inspections and it will post current certificates from Pima County and the pool maintenance company. The committee will coordinate with vendors to ensure service levels are at necessary levels when the pool is open for use and when it is closed and with the Landscape and Maintenance committees concerning necessary repairs or projects.
  
- f. **Neighborhood Watch** – This committee, preferably consisting of residents from each street, will establish and maintain a system of communication designed to keep Members apprised of issues in Dorado Country Club Estates as well as in Block 70. This system may include use of the internet or electronic mail, newsletters or other suitable methods. This committee will serve as a liaison with local law enforcement to report and/or gather information on incidents, evaluate current methods and suggest ways to combat crime in Block 70. The committee is not responsible for the personal safety and security of the residents and each resident is required to provide his/her own security, whether by the use of a security system, or otherwise. The sole purpose of this Committee is to provide communication to the residents and to act as a liaison with law enforcement officers.
  
- g. **Roads.** This committee will inspect the streets within Block 70 on a periodic basis to determine whether there is a need for repairs, resurfacing or more extensive maintenance. The committee will submit a report on the condition of the streets to the Board at least on a quarterly basis. Other than in emergencies, the Board must approve any proposed road repairs or improvements. With Board approval, the committee will be responsible for contracting with vendors pursuant to these Bylaws for any work done on the roads. The committee will also contract with vendors for any work to be done on an emergency basis. The committee will schedule periodic street sweeping as well as replacement of signage and street markings as deemed necessary.



- h. **Liaison.** This committee will endeavor to promote good relationships between the Board and the Members, will welcome new Owners and ensure the new owners have a copy of the Governing Documents. The members of this committee will solicit comments and survey the Members, recruit new Directors, manage social events and assist with the creation and distribution of periodic newsletters to all Members.
- i. **Other Committees.** The President, after consulting with the members of the Board, will establish or reactivate other committees as appropriate for specific projects or purposes. Examples could include a Budget committee, Bylaws committee and other similar types of committees.

13. **Fiscal Year.**

The Fiscal Year of the Association begins on July 1 of each year.

14. **Adoption and Amendment.** These Amended and Restated Bylaws were adopted by a vote of a majority of a quorum of the Board at a meeting held on September 30, 2010. The Board may adopt any amendments or restatements of these Bylaws at any regular or special meeting of the Board at which a quorum is present. The Secretary will date any amendments to the Bylaws adopted by the Board and will note the adoption thereof in the minutes of the meeting at which they were approved. All Governing Documents, including any corporate resolutions are available for review by all Members.

Date: September 30, 2010

DORADO COUNTRY CLUB ESTATES  
ASSOCIATION FOR BLOCK 70

By:   
President