

**BY-LAWS**  
**OF**  
**SAN IGNACIO GOLF ESTATES**

**ARTICLE I**  
**NAME AND LOCATION**

The name of the corporation is San Ignacio Golf Estates, Inc., hereafter referred to as the "Association". The principal office of the corporation shall be located at 4185 Manolita Drive, Green Valley, Arizona 85614, but 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**

**Section 1** : "Association" shall mean and refer to San Ignacio Golf Estates, Inc, its successors and assigns.

**Section 2** : "Properties" shall mean and refer to that certain real property described in the Declaration and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

**Section 3** : "Common Area" shall mean all real property owned by the Association as provided in the Declaration.

**Section 4** : "Lot" shall mean and refer to each numbered plot of land shown upon the recorded subdivision map of the Properties, with the exception of the common area.

**Section 5** : "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

**Section 6** : "Declarant shall mean and refer to Lawyers Title of Arizona, an Arizona corporation, as Trustee under Trust 6486-T, and its successors and assigns, if such successors or assigns should be designated in writing by the Declarant.

**Section 7:** "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions for the San Ignacio Golf Estates recorded in the office of the Recorder of Pima County, Arizona at Book \_\_\_\_\_ Page \_\_\_\_\_ through \_\_\_\_\_ .

**Section 8:** "Member" shall mean and refer to those Persons entitles to membership, and voting rights as provided in the Declarations.

### **ARTICLE III**

#### **MEETINGS OF MEMBERS**

**Section 1: Annual Meetings.** The annual meeting of the Members shall be held on the third Wednesday of each February. If the day for the annual meeting of members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

**Section 2: Notice of Meetings.** Written notice of each meet of the Members shall be given by, or at direction of, the Secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least 10 days and not more than 50 days before each meeting, to each Member entitled to vote thereat, 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 3: Special Meetings.** Special meetings of the Members may be called at any time by the Declarant or by the President or by the Board of Directors, or upon written request of one-fourth ( $\frac{1}{4}$ ) of the Members who are entitled to vote..

**Section 4: Quorum.:** The presence at the meeting in person or by proxy of one-tenth ( $\frac{1}{10}$ ) of the Members who are entitled to vote shall constitute a quorum for any action except as otherwise provided by the Articles of Incorporation, The Declaration, or by Bylaws. 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: Proxies.:** At all meetings of the Members,. Each Member may vote in person or by proxy. A vote shall be deemed made in person by a Member who has submitted a timely ballot, in writing, bearing the number of the lot owned by such Member, even though the member is not physically present at the meeting. Proxies shall be revocable, and shall automatically cease upon conveyance by the Member of his Lot.

**Section 6: Voting.:** Voting rights shall be determined as provided in Article VII of the Declaration, with the Declarant retaining certain voting rights.

#### **ARTICLE IV**

##### **BOARD OF DIRECTORS: SELECTION:TERM OF OFFICE**

**Section 1: Number.:** The affairs of this association shall be managed by a Board of three (3) Directors, who need not be Members of the Association.

**Section 2: Term of Office:** At the first annual meeting the members shall elect one Director for a term of one year, one Director for a term of two years, and one Director for a term of three years; and at each annual meeting thereafter the Members shall elect one director for a term of three years.

**Section 3: Removal.:** Any Director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association. In the event of death, resignation or removal of a Director, his successor shall be elected by the remaining Members of the Board, and shall serve for the unexpired term of his predecessor.

**Section 4: Compensation.:** No Director shall receive compensation for any service he may render to the Association. However, any Director may be reimbursed for his actual expenses incurred in the performance of his duties.

**Section 5: Action Taken Without a Meeting.:** The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all Directors. Any action so approved shall have the same effect as though taken at a meeting of Directors.

#### **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. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a Member of the Board of Directors, and two or more members of the Association. The Nominating Committee 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 to 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 it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations shall be made from among the members of the Association.

**Section 2: Election.:** Election to the Board of Directors shall be by written ballot. At such election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Committee voting is not permitted. Ballots and proxy statements may be separate documents.

**Section 3: Declarants Right of Appointment.:** So long as Declarant has retained its exclusive voting right set forth in the Declaration, notwithstanding any contrary provision of Section 1 and 2 above..

## ARTICLE VI

### MEETINGS OF DIRECTORS

**Section 1: Regular Meetings.:** Regular meetings of the Board of Directors shall be held on a quarterly basis without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should a meeting fall upon a legal holiday, then that meeting shall be held at the same time of the next day which is not a legal holiday.

**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, after not less than three (3) days notice to each Director. Notice may be waived at any time by the person entitled by such notice.

**Section 3: Quorum.:** A majority of the 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 quorum is present shall be regarded as the act of the Board.

## ARTICLE VII

### POWERS AND DUTIES OF THE BOARD OF DIRECTORS

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

(a) Adopt and publish rules and regulation governing the use of the Common Areas and the personal conduct of the Members and their guests thereon, and to establish penalties for the infraction thereof.

(b) 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 a period not to exceed sixty (60) days for infraction of published rules and regulation.

(c) Exercise for the Association all powers, duties and authority vested in or delegated to this Association, and reserved to the membership by other provisions of these By-laws, the Articles of Incorporation, or the Declaration.

(d) 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 meetings of the Boar of Directors.

(e) Employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties, except that an attorney or other representative may not be hired to bring action on behalf of the Association against any person or organization in any court or administrative hearing or before any governmental body, unless at a meeting of the Members said action is approved by more than fifty percent (50%) of all of the total votes entitled to be cast by members of the Association entitled to vote.

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

(a) Supervise all officers, agents and employees of this Association, and to see that their duties are properly performed,

(b) As more fully provided in the Declaration to:

(1) Fix the amount of the assessment against each lot.

(2) Send written notice of each assessment to every owner

(3) Foreclose the lien against any property for which assessments are not paid within ten (10) days after due date or to bring an action at law against the Owner personally obligated to pay the same.

(c) Issue, or to cause an appropriate officer to 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.

(d) Procure and maintain adequate liability and hazard insurance on the property owned by the Association.

(e) Cause the officers or employees who have fiscal responsibilities to be bonded, as it may deem appropriate.

(f) Cause the Common Area and all other areas for which the Association is responsible to be maintained.

(g) Maintain all commonly used equipment.

## **ARTICLE VIII**

### **OFFICERS AND THEIR DUTIES**

**Section 1: Enumeration of Officers:** The officers of this Association shall be a President and Vice President, a 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 the Association shall be elected annually by the Board, and each shall hold office for one (1) year, unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

**Section 4: Special Appointments:** The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

**Section 5: Resignation and Removal:** Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time, giving written notice to the Board, the President or Secretary. Such resignation shall take effect on the date of receipt of such notice, or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 6: 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 7: Multiple Offices:** The offices of Secretary and Treasurer may be held by the same person, No person shall 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 8: 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.

(b) **Vice President.** The Vice President shall act in the place and stead of the President in the event of his absence, inability or refusal to act, 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; keep the corporate seal of the Association, and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the Members; keep appropriate current records showing the Members of the Association, together with their addresses, and shall preform 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; provided , however, that a resolution of the Board of Directors shall not be necessary for disbursements made in the ordinary course of business conducted within the limits of a budget adopted by the board; shall sign all checks and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association books to be made at the completion of each fiscal year; and shall prepare an annual budget and statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy to each of the Members.

## **ARTICLE IX**

### **COMMITTEES**

**Section 1: Standing Committees:** The standing committees of the Association shall be:

- (a) The Nominating Committee
- (b) The Maintenance Committee
- (c) The Audit Committee
- (d) The Architectural Committee

Unless otherwise provided herein, each committee shall consist of a Chairmen and two or more members and shall include a member of the Board of Directors. The committees shall be appointed by the Board of Directors within thirty (30) days following each annual meeting to serve until their successors are appointed. The Board of Directors may appoint such other committees as it deems desirable.

**Section 2: Nominating Committee.** The Nominating Committee shall have the duties and functions as described in Article V of the By-laws.

**Section 3: Maintenance Committee:** The Maintenance Committee shall advise the Board of Directors on all matters pertaining to the maintenance, repair or improvement of the common property of the Association and shall perform other functions as the Board, in its discretion, determines.

**Section 4: Audit Committee:** The Audit Committee shall make an annual audit of the Association's book and approve the financial statements to be presented to the membership at its annual meeting,

**Section 5: Architectural Committee:** Subject to Declarant's right of appointment, The Board of Directors, at the annual meeting, shall appoint three (3) members, either Members or non-members of the Association. The Architectural Committee shall have such powers and duties as are set forth in the Declaration. Original home construction by Fairfield Green Valley, Inc, its successors, assigns or agents, shall be exempt from Architectural approval.

## **ARTICLE X**

### **INDEMNIFICATION**

Every officer or Director of the Association may be indemnified by the Association against all expenses, liabilities and penalties, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be made a party or in which he may become involved by reason of any acts or omissions alleged to have been committed by him while acting within the scope of his employment as a Director or officer of the Association, including any settlement thereof, provided that the Board of Directors determines 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.

The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was Director or officer of the Association or was serving at the request of the Association as a Director or officer against any liability asserted against him and incurred by him in any capacity arising out of his status as such, whether or not the Association would have had the power to indemnify him against such liability under this Article.

The right of indemnification herein above provided shall not be exclusive of any rights to which any Director or officer of the Association may otherwise be entitled by law,

## **ARTICLE XI**

### **BOOKS AND RECORDS**

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any Member. The Declarations, the Articles of Incorporation and the BY-laws of the Association, shall be available for inspection by any



Member at the principal office of the Association, where copies may be purchased at reasonable cost.

## **ARTICLE XII**

### **ASSESSMENTS**

As more fully provided in the Declarations, each Member is obligated to pay to the Association assessment. Any assessments which are not paid within ten (10) days of the due date shall be delinquent, shall constitute a lien on the Lot of the Owner who fails to pay them and shall bear interest from the date of delinquency at the rate of 12% per annum or as provided in the Declaration. The Association may bring an action at law against the Owner personally obligated to pay the assessment or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees of any such action or foreclosure shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for assessments provided for herein by non-use of the Common Areas.

## **ARTICLE XIII**

### **CORPORATE SEAL**

The Association shall have a corporate seal as is shown to the right of the Article.

## **ARTICLE XIV**

### **AMENDMENTS**

**Section 1:** These By-laws may be amended at a regular or special meeting of the Members, by a vote of the majority of a quorum of Members who are entitled to vote and who are present in person or by proxy.

**Section 2:** 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 the By-laws, the Declaration shall control.

## **ARTICLE XV**

### **MISCELLANEOUS**

The fiscal year of the Association shall begin on the first day of January and end on the last day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

**ARTICLE XVI**

**ACTION AGAINST DECLARANT**

Notwithstanding any other provision of these By-laws, the Board of Directors or their officers or agents shall not take any action or hire any agent to take any action against the Declarant or its agents, whether such action involved a governmental proceeding, court proceeding or any other direct or indirect action against the declarant or its agents, without obtaining approval of such action from more than fifty percent (50%) of the members entitled to vote, excluding the Declarant.

**IN WITNESS HEREOF**, We being all the Directors of San Ignacio Golf Estates, Inc, have hereunto set our hands this 19<sup>th</sup> day of April, 1993.

**ORIGINAL SIGNED BY:**

Stephen C Powell

Roger Giachetti

Carol M Johnson

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