BYLAWS

OF THE

TUBAC VALLEY PROPERTY OWNERS

ASSOCIATION

RESTATED AND AMENDED _ FEBRUARY 10, 2017

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ARTICLE I

Name

SECTION 100. The name of this organization shall be Tubac Valley Property Owners Association (Hereinafter: "TVPOA" or "Association").

ARTICLE II

Definitions

SECTION 200. "Association" shall mean and refer to Tubac Valley Property Owners' Association, Inc., an Arizona corporation, its successors and assigns.

SECTION 201. "Properties" shall mean and refer to that certain real property described in the Declaration of Covenants Conditions and Restrictions, of record in Docket 24 at Page 575, records of Santa Cruz County, Arizona (hereinafter, "Declaration") and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

SECTION 202. "Common Areas" shall mean all real property owned by the Association for the common use and enjoyment of the owners. The Common Areas owned by the Association are:

> Those areas marked, by use of capitalized letters "A" through "F" depicted on the Santa Cruz County Board of Supervisors approved Subdivision "Key Map", dated August 1, 1960*. Unless subsequently County approved changes are filed, the August 1, 1960 "Key Map" will prevail. A copy of the map is maintained by the TVPOA Board of Directors and may be reviewed upon request.

*Refer to: Book 2 of Maps and Plats, at page 42 thereof for Tubac Valley Country Club Estates, a subdivision of Santa Cruz County AZ, on file with the County Recorder, Santa Cruz County, AZ.

SECTION 203. "Lot" shall mean and refer to any plot of land shown upon the recorded subdivision "Key Map" * of properties, with the exception of the Common Areas noted in Section 202. Excluded from the "Key Map" are lots numbered 203 through 227, which are now in another subdivision.

*Refer to: Book 2 of Maps and Plats, at page 42 thereof for Tubac Valley Country Club Estates, a subdivision of Santa Cruz County AZ, on file with the County Recorder, Santa Cruz County, AZ.

SECTION 204. **"Owner"** shall mean and refer to the record owner, whether one or more persons or entities, of any lot which is part of the properties. An owner does not include a person or entity that holds an interest in a lot merely as security for the performance of an obligation.

SECTION 205. **"Declaration"** shall mean and refer to the Declaration of Establishment of Conditions and Restrictions For Tubac Valley Country Club Estates recorded on the official records of the County Recorder of Santa Cruz County, Arizona.

SECTION 206. **"Member"** shall mean and refer to those persons entitled to membership as provided in the Declaration and in the Articles of Incorporation.

SECTION 207. **"Inactive Member"** shall mean and refer to those persons who fail to pay dues or levied assessments and fall into arrears. They will be considered to have inactive membership status. (See Section 502)

SECTION 208. **"Board" or "Board of Directors"** shall mean and refer to the Board of Directors of the Association.

ARTICLE III

Offices

SECTION 300. The principal place of transacting business and location of the office of the Association shall be in the State of Arizona and located in Tubac, County of Santa Cruz, Arizona.

ARTICLE IV

Purposes

SECTION 400. General Purpose. The purpose of the TVPOA is to provide a formal organization where members, who live on or control properties located within the physical boundaries of the Tubac Valley Country Club Estates, help other property owners observe, oversee, enforce the development and maintenance of a high quality residential area and promote the mutual well-being and the betterment of all owners and engage in any other lawful activities not prohibited by applicable laws or regulations.

SECTION 401. Specific Purpose. To achieve the general purpose, the TVPOA has the following specific purposes:

(a) Elect, from qualified property owners, volunteer officials to a Board of Directors who will discharge duties as prescribed in these bylaws.

(b) Receive and control Association dues from property owners or their lawful representative(s).

(c) Enter into such lawful contracts, as are permitted under these Bylaws.

(d) Establish one or more committees, which shall have and exercise certain duties under the authority of the Board of Directors.

(e) Provide other varied services to Association members to achieve the general purpose stated in Section 400.

ARTICLE V

Membership

SECTION 500. Qualifications. The Association shall have one class of membership and shall be limited to:

Those owners having lots in the Tubac Valley Country Club Estates, (TVCCE) in Tubac, Arizona.

SECTION 501. Periodic Membership Dues and Assessments. Periodic membership dues and certain assessments, the amounts of which shall be fixed from time to time by the Board of Directors, may be charged to each member of the Association when assessed by the Board of Directors.

(a) **Dues.** The Board of Directors may determine from time to time the amount of dues payable to the Association by members.

(b) **Assessments.** The Board may levy assessments in accord with Arizona Revised Statute § 33-1803 (A); however no assessment may be levied or imposed upon the membership or their property and/or lots unless approved by a vote of the majority of the members of the Association.

SECTION 501. Periodic Membership Dues and Assessments Cont..

(c) **Penalties.** The Board or the Architectural Committee may impose reasonable monetary penalties on members for violations of the declaration and Bylaws of the Association, in accord with Arizona Revised Statute § 33-1803 (B).

(d) **Monies Received.** All such membership fees or assessments received by the Treasurer or designee appointed by the Board President, should be credited to the Tubac Valley Property Owners Association as outlined in the Treasurer's duties.

SECTION 502. Inactive Member Status. Any member who fails to pay dues or levied assessments and falls into arrears will be transferred to inactive membership status. Such member shall have no voting rights. Such inactive members shall not count as members for determination of quorums or required votes. When an inactive member brings arrearage current, he or she shall cease to be an inactive member.

SECTION 503. Transfer of Membership. Membership in this Association is transferable only by sale of the member's property or lots in the Tubac Valley Country Club Estates.

ARTICLE VI

Meetings of Members

SECTION 600. Annual Meeting. An Annual Meeting of the members shall be held at Tubac, Arizona on the second Friday in the month of February in each year, at the hour as determined by the Board of Directors, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the day fixed for the Annual Meeting shall be a legal holiday in the State of Arizona, such meeting shall be held the next succeeding business day. If the election of directors shall not be held on the day designated herein for any Annual Meeting, or at adjournment thereof, the Board of Directors shall cause the election to be held at a Special Meeting of the members as soon thereafter as conveniently may be.

SECTION 601. Special Meetings. Special meetings of the members may be called by the President, the Board of Directors, or not less than one-tenth (1/10th) of the members having voting rights.

SECTION 602. Place of Meetings. The Board of Directors may designate any place in Tubac, Arizona as the place of meetings for any Annual Meeting or for any Special Meeting called by the Board of Directors. If no designation is made or if a Special Meeting be otherwise called, the place of meeting shall be the registered office of the Association in Tubac, Arizona, but if all members shall meet at any time and place in Tubac, Arizona, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

SECTION 603. Notices of Meetings. Written or printed notice stating the place, day and hour of any meeting of members shall be delivered either personally or by mail, to each member entitled to vote at such meeting, not less than ten (10) nor more than fifty (50) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In the case of a special meeting or when required by statute or by these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States Postal Service addressed to the member at his/her address as it appears on the records of the Association, with postage thereon prepaid.

SECTION 604. Informal Actions by Members. Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

SECTION 605. Quorum. Fifteen (15) members present, in person or represented by proxy, who are entitled to vote at any regular or special or adjourned meeting of members, shall constitute a quorum for the transaction of business at any such meeting of the members. If a quorum is not present or represented by valid proxies at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

SECTION 605. Quorum Cont.. In order to validate a quorum is present or represented, the Secretary will announce the current total number of lots eligible for voting and state the total number of proxies and members present to insure there is a quorum.

SECTION 606. Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

SECTION 607. Voting Rights. Each owner (as described in Article V of these Bylaws) who is in good standing shall be entitled to one vote for each property, lot or combined lot, which they hold.

SECTION 608. Mail Voting by Written Ballot. Where directors or officers are to be elected or when any matter of business is to be voted upon by the members at an annual, special or adjourned meeting of such members of the Association, the following shall apply:

(a) Ballots submitted by mail shall be in accordance with this Section.

(b) In the event of the submission of any matter to the members for their approval or disapproval, including the election of directors, and any others required to be elected by the members pursuant to these bylaws, such vote shall be valid only if the number of votes cast equals or exceeds the number of persons constituting a quorum. Further:

i. The Board of Directors shall approve the written ballots.

ii. The ballot shall specify the date by which the ballot must be received by the Board and the address to which it must be returned to in order for the vote to be counted.

iii. The President and Secretary of the Board shall certify the results of an election or the vote to approve or disapprove any matter submitted by mail ballot to the members. Results will be recorded in the minutes of the Board of Directors' meeting following the results.

SECTION 609. Parliamentary Procedure. On questions of parliamentary procedure not covered by these Bylaws, Roberts Rules of Order shall prevail.

ARTICLE VII

Elections

SECTION 700. Ballot. Except as provided in Section 608 of these bylaws, all persons present in person or by proxy at any election shall vote by ballot when there is more than one nominee for each vacant office.

SECTION 701. Nominations for Elections and Election Notice Procedures. The Board shall provide notice to all members, no less than sixty (60) days prior to any election for members to the Board of Directors, the number of vacancies and terms of office on the Board and any other offices that are becoming vacant, or on other matters, which require voting upon.

(a) **Applying.** A member in good standing desiring to place his/her name before the membership for nomination, to fill one of the vacancies, may do so by completing a brief application available from the Board Secretary. Applications may include a statement by the member, not to exceed 250 words, outlining their qualifications and willingness to serve, if elected, in the office they seek.

(b) **Deadline.** Applications must be delivered or mailed to the Board of Directors, attention to the Nominating Committee and received by close of nominations, which shall be at midnight on a day which shall not be more than sixty (60) days before, nor less than forty five (45) days before the date of the annual meeting*.

* Example: If the annual meeting were February 11th then sixty (60) days before would be December 13th and, forty five (45) days before would be December 28th.

(c) **Review of Applications.** The Nominating Committee will review applications received by the deadline. Selected applicants will be given an opportunity to be interviewed by the Nominating Committee. Those applicants nominated by the Committee would be forwarded to the Board for final approval. Selectee names would be published in notices and/or on ballots, which are sent to members for their voting consideration.

SECTION 701. Nominations for Elections and Election Notice Procedures Cont..

(d) **Petitions.** In addition to the Nominating Committee process, outlined in subsection (a) above, nominations may also be made by qualified member(s) by means of petition(s). Petitions must be signed by members entitled to vote within 10 months prior to the annual meeting by the greater of 10 members or 5% of the membership entitled to vote. Petitions must be delivered or mailed to the attention of the Secretary of the Board of Directors to arrive with an application and applicant's statement, as outlined in subsection (a) and by the deadline noted in subsection (b) of this Section.

(e) **Acclamation.** If no more nominations for vacant positions are received or selected by the Nominating Committee than the number of vacant positions the Board will, without further action, declare that those nominated and qualified to be elected, are elected. In this event, no nominations would be accepted from the floor at the Annual Meeting.

ARTICLE VIII

Board of Directors

SECTION 800. Residuary Powers. The Board of Directors shall have the powers and duties necessary or appropriate for the administration of the affairs of the Association. All powers of the Association, except those specifically granted or reserved to members by law, the Articles of Incorporation, or these Bylaws, shall be vested in the Directors.

SECTION 801. Number Tenure and Qualifications.

(a) **Number.** The Board of Directors shall consist of seven (7) members who shall be divided into three (3) groups in respect to the time for which they hold office. Terms will be staggered annually as follows: Group A: Two (2) members; Group B: Two (2) members; Group C: Three members.

(b) **Term of Office.** Members of the Board of Directors shall serve from the time of their election as Directors for a period of three (3) years and until their successors shall have been elected.

No person shall serve more than two (2) consecutive terms as a director of the Association. Appointment to fill a vacant position of less

than three years on the Board shall NOT be considered service for one full TERM.

SECTION 801. Number Tenure and Qualifications Cont..

(c). **Qualifications.** Each Member of the Board of Directors shall be a member in good standing of the Association.

SECTION 802. Quorum: Board of Directors. A majority of the directors shall constitute a quorum for the transaction of business at any meeting of the Board: but if less than a majority if the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

SECTION 803. Regular Meetings: Board of Directors.
A regular annual meeting of the Board of Directors may be held without other notice than this Bylaw, immediately after, and at the same place as, the Annual Meeting of members. The Board of Directors may provide by resolution the time and place for holding of additional regular meetings of the Board without other notice than such resolution.

SECTION 804. Special Meetings: Board of Directors. A Special Meeting of the Board of Directors may be called by or at the request of the President or any two (2) Directors. The person or persons authorized to call Special Meetings of the Board may fix anyplace in Tubac, Arizona as the place for holding any Special Meeting of the Board called by them.

SECTION 805. Notices. Notice of any special meetings of the Board shall be given at least two (2) days previously thereto by written notice delivered personally or sent by mail, e-mail or delivery service to each Director at his/her address as shown by records of the Association. If mailed, such notice shall be deemed to have been delivered when deposited in the United States Postal Service in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by e-mail, such notice shall be deemed to have been delivered when the sender receives no returned e-mail. If notice is given by delivery service, such notice shall be deemed to have been delivered when the notice is delivered to the delivery service company. Any Director may waive notice at any meeting. The attendance of a Director at any meeting shall constitute waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objection to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the

meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these Bylaws.

SECTION 806. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

SECTION 807 Vacancies. The Board of Directors shall fill any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors. A Director appointed to fill a vacancy on the Board shall be appointed for the un-expired term of his/her predecessor in office.

SECTION 808. Compensation. No compensation shall be paid to Directors. No remuneration shall have been paid to a director for services performed by him/her for the association in any capacity, unless the Board of Directors shall have adopted a resolution authorizing such remuneration before the services were rendered. A Director may not be an employee of the Association.

SECTION 809. Absence from Meetings - Directors. Any Director who is absent from three (3) consecutive meetings without excuse satisfactory to the Board shall be deemed to have surrendered his/her office as Director.

SECTION 810. Annual Audit. The Board shall provide for an annual audit, review, or compilation of the Association, in compliance with Arizona Revised Statute § 33-1810.

SECTION 811. Conflict On The Part of Board Member. If any contract, decision or other action for compensation taken by or on behalf of the Board would benefit any Board member or any person who is a parent, grandparent, spouse, child or sibling of said member, that member shall declare a conflict of interest for that issue at an open meeting prior to discussion or taking action on that issue; once said declaration is made, the Board member may vote on said issue*.

* Refer to: A.R.S. § 33-1811

ARTICLE IX

Officers and Their Duties

SECTION 900. Officers' Titles. The officers of the Association shall consist of:

(a) A President, one or more Vice Presidents, (The number of Vice Presidents shall be determined by the Board of Directors), Secretary and Treasurer. The same person, except the offices of President and Secretary, may hold any two or more offices.

(b) In addition to those officers elected pursuant to subsection (a) Section 900, the Board of Directors may designate such officers as may be necessary to conduct the affairs of the Association, such other officers may be elected or appointed in accordance with the provisions of this Article. This may include one or more Assistant Secretaries and one or more Assistant Treasurers, as shall be deemed desirable. Such officers will have the authority and perform the duties prescribed, from time to time, by the Board of Directors.

SECTION 901. Terms of Office. Except as provided herein, the officers elected pursuant to subsection (a) of Section 900 of these bylaws, shall hold office from the time of their election until the next regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his/her successor shall have qualified and been duly elected.

SECTION 902. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Association would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer removed.

SECTION 903. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the un-expired portion of the term of the position being vacated. The individual newly appointed does not automatically carry the title of the person who vacated position.

SECTION 904. Duties of the President. The President shall be the principal executive officer of the Association and shall in general supervise and control all of the business and affairs of the Association. He/she shall preside at all meetings of the members and the Board of Directors. He/she may sign, with the Secretary or any other proper officer of the Association authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Association; and in general he/she shall perform all duties incident to the office of President and other duties as may be prescribed from time to time by the Board of Directors.

SECTION 905. Duties of the Vice President. In the absence of the President or in event of his/her inability or refusal to act, the Vice President (or in the event there is more than one Vice President, the Vice President in order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as may be assigned to him/her from time to time by the President or by the Board of Directors.

SECTION 906. Duties of the Treasurer. Subject to such direction, limitations, controls, and delegations, as may be imposed by the Board of Directors, the Treasurer shall:

(a) At the Board of Directors discretion, give a bond for the faithful discharge of his/her duties in such sum and with surety or sureties, as the Board shall determine.

(b) He/she shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for moneys due and payable to the Association from any source whatsoever, and deposit all such moneys in the name of the Association in such banks, trust companies, or other depositaries as shall be selected in accordance with provisions of Article XI of these Bylaws; and in general perform all duties incident to the office of Treasurer and such other duties assigned to him/her from time to time by the President or by the Board of Directors. Further, upon the Boards' contracting with an accounting professional, the Treasurer may be authorized to delegate certain of his/her duties to the professional.

SECTION 906. Duties of the Treasurer Cont..

(c) Sign or counter sign all checks, drafts, notes, releases and other instruments and obligations of the Association. The Treasurer is authorized to sign checks for routine and ordinary operating expenses in an amount less than $500.00 without the signature of another officer.

(d) Provide and maintain a full and complete record of accounts, in books belonging to the Association, showing all transactions of the Association, its assets, liabilities and financial conditions, and shall see that all expenditures are duly authorized.

SECTION 907. Duties of the Secretary. The Secretary shall keep the minutes of the meetings for the members and the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the Association and see that the seal of the Association is affixed to all documents, the executive of which on behalf of the Association under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the post office box / mailing address of each member which shall be furnished to the Secretary by such member.

He/she shall give or cause to be given, in the manner prescribed in Section 602 of these Bylaws, proper notice of all meetings of the members, prepare and maintain a list of the names and addresses of all persons eligible to vote on any matter that may be presented to the members for their approval or disapproval or to vote for the election of directors or any committee required by the members of this Association; and in general perform all duties incident to the office of Secretary and such other duties assigned from time to time to him/her by the President or by the Board of Directors.

SECTION 908. Duties of the Assistant Treasurers and Assistant Secretaries. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

ARTICLE X

Committees

SECTION 1000. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Association; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any responsibility imposed upon it or him/her by law.

SECTION 1001. Architectural Committee. The Board shall appoint an Architectural Committee consistent with Section 2.2 of the Declaration, which shall have such powers as enumerated in the Declaration and in Section 501 (c) above.

SECTION 1002. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Association may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the Association, and the President of the Association shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member(s) whenever, in their judgment the best interests of the Association shall be served by such removal.

SECTION 1003. Terms of Office. Each member of a committee shall continue as such until the next annual meeting of the members of the Association and until his/her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall resign or cease to qualify as a member thereof.

SECTION 1004. Chairperson. The person or persons authorized to appoint the members shall appoint one member of each committee as chairperson.

SECTION 1005. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the manner as provided in the case of original appointments.

SECTION 1006. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum. With a majority of the committee members present at a meeting, acting as a quorum, it may act as if there were a quorum or a full committee present.

SECTION 1007. Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE XI

Contracts Checks Deposits and Funds

SECTION 1100. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

SECTION 1101. Checks Drafts etc.. All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors, or such instruments shall be signed by the Treasurer or an Assistant Treasurer and counter-signed by the President or a Vice President of the Association as provided for in Article IX, Sections 904 and 906 of these Bylaws. The Treasurer shall be authorized to sign checks for routine and ordinary operating expenses in an amount less than $500.00 without the signature of another officer.

SECTION 1102. Deposits. All funds of the Association shall be deposited timely to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

SECTION 1103. Gifts. The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or for any purpose of the Association.

ARTICLE XII

Books and Records

Section 1200. The Association shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving all names and addresses of the members entitled to vote. Any member, or his/her agent or attorney may inspect all books and records of the Association for any proper purpose at any reasonable time, subject to such exceptions as set forth in Arizona Revised Statute § 33-1805 (B) and 33-1805 (C).

ARTICLE XIII

Fiscal Year

Section1300. The fiscal year of the Association shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XIV

Seal

Section 1400. The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Association and the words "Corporate Seal Arizona".

ARTICLE XV

Waiver of Notice

Section 1500. Whenever any notice is required to be given under the provisions of the Non-Profit Corporation Act of Arizona or under the provisions of the Articles of Incorporation or the Bylaws of the Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XVI

Amendments to Bylaws

Section 1600. These Bylaws may be amended or rescinded by vote of a majority of the members present at any duly convened meeting provided that the notice of such meeting shall set forth in detail the amendment or rescission to be acted upon.

Section 160l. The following amendments or rescissions to the Bylaws of the Tubac Valley Property Owners Association were approved in accordance with Article XVI, Section 1600, Amendments to Bylaws:

1. **Amendment:**
   February 10, 2006 – At the Annual Meeting of members on this date, Article VI, Section 600, Annual Meeting, the first two sentences were changed to read:
   "An Annual Meeting of the members shall be held at Tubac, Arizona in the second or third week of the month of February in each year, on a day and hour as determined by the Board of Directors, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. The day for the Annual Meeting, unless deemed necessary, will not be held on a legal holiday recognized by the State of Arizona".

2. **Amendment:**
   February 10, 2017 – At the Annual Meeting of members on this date, Article 8, Section 801 (b) paragraph 2 will now read:
   "Appointment to fill a vacant position of less than three years on the Board shall not be considered service of one full term."

Certificate of Bylaws Adoption

KNOW ALL PEOPLE BY THESE PRESENT:

That we, the undersigned president and secretary of the Tubac Valley Property Owners' Association, do hereby certify that the above and forgoing Bylaws, as revised and rewritten, were duly adopted by the members of said Association, as the Bylaws of said Association, this 10 day of Feb. 2017, and that they do now constitute the Bylaws of said Association.

IN WITNESS WHEREOF, we have hereunto subscribed our names this ____ day of _____ 2017.

Bruce D. Tuttle

President

Dawn Carver

Secretary