

**SECOND AMENDED AND RESTATED**

**BYLAWS OF**

**THE LINKS AT SANTA RITA HOMEOWNERS  
ASSOCIATION, INC.**

**an Arizona non-profit corporation**

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1                   **SECOND AMENDED AND RESTATED BYLAWS OF**  
2                   **THE LINKS AT SANTA RITA HOMEOWNERS ASSOCIATION, INC.**  
3                   **an Arizona non-profit corporation**

4  
5                   **ARTICLE I.**  
6                   **INTRODUCTION**

7  
8                   1.1    Scope. These Bylaws shall govern the operation of The Links at Santa Rita  
9 Homeowners Association, Inc. (the "Association"), an Arizona nonprofit corporation  
0 created pursuant to the Articles of Incorporation under the provisions of Title 10,  
1 Chapter 25 of the Arizona Revised Statutes. The use of The Links at Santa Rita for the  
2 benefit of the Members is governed by that certain Amended and Restated Declaration  
3 of Covenants, Conditions and Restrictions for The Links at Santa Rita, recorded on  
4 March 28, 2006, Sequence #20060590502, official records of Pima County, Arizona, and  
5 as may be amended from time to time (the Declaration"). All references to the  
6 Declaration shall include any amendments.

7  
8                   1.2    Principal Office. The principal office of the Association shall be located in  
9 Pima County, Arizona. Meetings of Members and Directors may be held at any place  
0 within State of Arizona, County of Pima which is designated by the Board of Directors.

1  
2                   **ARTICLE II.**  
3                   **DEFINITIONS**

4  
5                   Capitalized terms used in these Bylaws without definition shall have the  
6 meanings specified for such terms in the Declaration. As used in these Bylaws, the term  
7 "Eligible Votes" means the total number of votes entitled to be cast by Members as of the  
8 record date for determining the Members entitled to vote at a meeting, or with respect to  
9 any other lawful action including, but not limited to, action by written ballot or written  
0 consent.

1  
2                   **ARTICLE III.**  
3                   **MEMBERSHIP**

4  
5                   3.1    Members. A Member is a Person who is entitled to Membership as set forth  
6 in the Declaration. When more than one person holds an ownership interest in any Lot,  
7 each person is a Member. Membership in the Association is subject to the following  
8 restrictions and qualifications:

9  
0                   3.1.1. The transfer of ownership to any Lot automatically transfers the  
1 Membership to the new Owner.  
2

1 3.1.2. A Member must be in good standing with the Association. This means that  
2 the Member must be current in the payment of all assessments imposed by the  
3 Association; and any other sums which are due to the Association, before such  
4 Person is entitled to the rights and privileges of Membership, including the right  
5 to use the Common Areas, the right to vote on any Association matter, and the  
6 right to serve on the Board of Directors.  
7

8 3.1.3. The privileges of Members shall be to vote (in accordance with Article V),  
9 to hold office, and to enjoy or benefit from the Common Areas, subject to the  
10 Governing Documents.  
11

12 **ARTICLE IV.**  
13 **MEETINGS OF MEMBERS**  
14

15 4.1 Annual Meetings. The Annual Meeting of the Members shall be held  
16 during the first quarter of each fiscal year, at a date, time, and place designated by the  
17 Board of Directors.  
18

19 4.2 Special Meetings. Special meetings of the Members may be called at any  
20 reasonable time and place by the President or by the Board, or upon written demand  
21 signed by Members having at least 25% of the Eligible Votes. The Members' meeting  
22 demand must be delivered to any corporate officer with a statement describing the  
23 purpose(s) for which the meeting is to be held. The meeting shall be scheduled by the  
24 Board within the ensuing 45 days. The close of business on the day before delivery of  
25 the demand for a special meeting shall be the record date for the purpose of determining  
26 whether the demand for the special meeting has been signed by Members having at least  
27 25% of the Eligible Votes.  
28

29 4.3 Notice of Meetings. Written notice of each meeting of the Members shall be  
30 given by or at the direction of the Secretary or Person authorized to call the meeting, by  
31 mailing or hand delivering a copy of the notice to each Member, at least 10 but not more  
32 than 30 days before such meeting. The notice of the meeting must be addressed to the  
33 Member at the address which is reflected in the Association's books and records, or  
34 which is supplied by the Member to the Association for the purpose of such notice. Such  
35 notice shall specify the place, day and hour of the meeting, and, in the case of a special  
36 meeting, the purpose of the meeting. When a meeting is adjourned to another time or  
37 place, it is not necessary to send another notice to the Members of the adjourned meeting  
38 if the time and place of the meeting are announced at the meeting at which the  
39 adjournment is taken. At the adjourned meeting, the Association may transact any  
40 business which might have been transacted at the original meeting. However, if the  
41 adjournment is for more than 30 days, a notice of the adjourned meeting shall be given  
42 to each Member. By attending a meeting, a Member waives any right he/she may have

1 to object to the meeting on the basis that the meeting was not noticed in accordance with  
2 the Bylaws or statutes of the State of Arizona.

3  
4 4.4 Quorum. Except as otherwise provided in the Articles, the Declaration or  
5 the Bylaws, the presence in person or by absentee ballot of Members entitled to cast at  
6 least a majority of the votes in the Association shall constitute a quorum at any meeting  
7 of the Members. If a quorum is not present at any meeting, the Members who are  
8 entitled to vote at the meeting can vote to adjourn the meeting in accordance with the  
9 applicable provisions of Section 4.3.

10  
11 4.5 Procedures for Meetings. The President shall preside over all meetings of  
12 the Members. If the President is not present, then the Vice President shall preside over  
13 the meeting. The Secretary (or his or her designee) shall attend each meeting of the  
14 Members and take and prepare minutes reflecting the actions taken at the meeting. If the  
15 Secretary (or his or her designee) is not present, then the Chair of the meeting shall  
16 appoint another person or officer to act as the recording secretary and to perform the  
17 functions of the Secretary. The presiding officer may designate the Association's  
18 Attorney as the presiding officer at any meeting of Members at his or her discretion.

19  
20 **ARTICLE V.**  
21 **VOTING**  
22

23 5.1 Voting Rights. When more than one person holds an interest in any Lot,  
24 the vote for that Lot shall be exercised as agreed upon by the Owners, but in no event  
25 shall more than one vote be cast for any one Lot. If the owners of a Lot cannot agree on  
26 how to cast any vote, they will lose their right to vote on the matter in question. If any  
27 Member casts a vote on a particular matter, it will conclusively be presumed for all  
28 purposes that the person casting the vote was acting with the authority and consent of  
29 all of the Owners of the Lot, unless an objection by any other Owner is made at the time  
30 the vote is cast. In the event that more than the allocated votes are cast for a particular  
31 Lot, none of the votes shall be counted and all of the votes shall be deemed void.

32  
33 5.2 Voting Procedure.

34  
35 5.2.1. At any meeting of the Association, the Members in good standing,  
36 as defined in Section 3.1.2, shall be entitled to vote on each matter brought  
37 before the Membership. A majority of the votes cast by the Members at  
38 such meeting, provided there is a quorum, shall be the act of the  
39 Membership, except as otherwise provided in the Declaration, the Articles  
40 of Incorporation, these Bylaws or by statute.  
41

1 5.2.2. Voting for the members of the Board of Directors shall take place at  
2 the Annual Meeting in person or by absentee ballot, or by written ballot  
3 without a meeting, in accordance with these Bylaws.  
4

5 5.2.3. The determination of eligibility and tabulation of votes shall  
6 proceed under the supervision of the Nominating and Election Committee.  
7

8 5.2.3.1. The Nominating and Election Committee shall be in  
9 attendance at all times during voting tabulation and during check-in  
10 at any meeting of Members, and the Committee designee(s) shall  
11 determine whether a Member is in good standing; shall issue all of  
12 the official ballots and shall witness the placing of the ballots into  
13 the ballot boxes or the opening of absentee ballots.  
14

15 5.2.3.2. Ballot boxes or written ballots shall remain sealed until the  
16 voting is closed, at which time they shall be opened and the votes  
17 tabulated. In the event of a tie vote, there shall be another vote solely  
18 for the purpose of breaking the tie.  
19

20 5.2.3.3. Upon completion of the tabulation of ballots, the results  
21 shall be certified to the Board of Directors by the Nominating and  
22 Election Committee and announced to the Membership either at a  
23 meeting or, if written ballots are used in the absence of a meeting, by  
24 written notification to the Members.  
25

### 26 5.3 Voting at a Meeting. 27

28 5.3.1. Absentee Ballots. The Board shall provide for votes to be cast in  
29 person and by absentee ballot at any meeting of the Association. In  
30 addition, the Board may provide for voting by some other form of delivery,  
31 including the use of e-mail and fax delivery. Votes cast by absentee ballot  
32 or some other form of delivery, including the use of e-mail and fax  
33 delivery, are valid for the purpose of establishing a quorum.  
34

35 5.3.2. Ballot Requirements. When absentee ballots or ballots provided by  
36 some other form of delivery are used:  
37

38 5.3.2.1. The ballot shall set forth each proposed action to be taken  
39 at the meeting.  
40

41 5.3.2.2. The ballot shall provide an opportunity to vote for or  
42 against each proposed action.

1  
2 5.3.2.3. The ballot is valid for only one specified election or meeting  
3 of the Members and expires automatically after the completion of  
4 the election or meeting.  
5

6 5.3.2.4. The ballot shall specify the time and date by which the  
7 ballot must be delivered to the Board in order to be counted. Ballots  
8 received after this date shall not be counted.  
9

10 5.3.2.5. The ballot may not authorize another person to cast votes  
11 on behalf of the Member.  
12

13 5.3.2.6. Ballots must be sent to Members at least 10 days but not  
14 more than 30 days prior to the date of the election or vote on an  
15 issue, and the date set for the tabulation of the ballots shall be stated  
16 on the ballot.  
17

18 5.3.3 Proxies. Votes may not be cast pursuant to a proxy at any  
19 Association meeting.  
20

21 5.4 Action by Written Ballot Without a Meeting. Any action that the  
22 Association Members may take at any annual or special meeting may be taken without a  
23 meeting, if the Association delivers a written ballot to every Member entitled to vote on  
24 the matter.  
25

26 5.4.1. A written ballot shall:  
27

28 (A) Set forth each proposed action.  
29

30 (B) Provide an opportunity to vote "FOR" or "AGAINST" each  
31 proposed action.  
32

33 5.4.2. Approval by written ballot is valid only if both:  
34

35 (A) The number of votes cast by ballot equals or exceeds the quorum  
36 required to be present at a meeting authorizing the action.  
37

38 (B) The number of approvals equals or exceeds the number of votes  
39 that would be required to approve the matter at a meeting.  
40

41 5.4.3. All solicitations for action by written ballot shall:  
42



1 (A) Indicate the number of responses needed to meet the quorum  
2 requirements.

3  
4 (B) State the percentage of approvals necessary to approve each  
5 matter other than election of directors.

6  
7 (C) Specify the time by which a ballot must be delivered to the  
8 Association in order to be counted, which time shall not be less than  
9 10 days after the date that the Association delivers the ballot but not  
10 more than 30 days prior to the date of the election or vote on an  
11 issue, and must specify the time and date by which the ballot must  
12 be delivered to the Association in order to be counted. Ballots  
13 received after this date shall not be counted.

14  
15 5.4.4. Except as otherwise provided in the Articles or these Bylaws, a  
16 written ballot shall not be revoked.

17  
18 **ARTICLE VI.**  
19 **BOARD OF DIRECTORS**

20  
21 6.1 Number. The Board of Directors of the Association shall consist of not  
22 more than 9 persons, all of whom must be Members in good standing, as defined in  
23 Section 3.1.2. Co-owners of Lots or members of the same household shall not be entitled  
24 to serve on the Board of Directors at the same time. All Directors shall have all of the  
25 rights, remedies, privileges and authority accorded to Directors of the Association by the  
26 Governing Documents and by applicable law. The Board shall determine the number of  
27 Directors prior to the Annual Meeting. No term of a Director may be terminated by a  
28 change in number of Directors.

29  
30 6.2 Election of the Board of Directors. Directors shall be elected by secret  
31 ballot in accordance with Article V of these Bylaws. The candidates receiving the highest  
32 number of votes up to the number of Directors to be elected shall be elected. Cumulative  
33 voting is not permitted.

34  
35 6.3 Term of Office. All Directors shall be elected for a two-year term. There  
36 are no term limits, meaning that a Director may be re-elected for any number of two-  
37 year terms. If there is a possibility of no staggered terms in any election year, the Board  
38 may adopt reasonable rules and regulations governing the Nominating and Election  
39 Committee's procedures for the upcoming election, including designation of a one-year  
40 term for some of the newly-elected Directors so that staggered terms will be restored.

1           6.4 Place of Meetings. The Board may hold its meetings at any place  
2 designated by the Board of Directors.  
3

4           6.5 Regular Meetings. Regular meetings of the Board will be held at least two  
5 times per year with at least seven days' prior notice to each Directors, and with notice to  
6 Association Members in accordance with Section 6.9. Notice to Members of a meeting  
7 of the Board is not required if emergency circumstances require action by the Board  
8 before notice can be given. Any such action will be reviewed at the next regular Board  
9 meeting and entered into the minutes of said meeting. The failure of any Member to  
0 receive actual notice of a Board meeting does not affect the validity of any action taken at  
1 that meeting.  
2

3           6.6 Special Meetings Notice. Special meetings of the Board shall be held  
4 whenever called for in writing, by the President of the Association or by any two  
5 members of the Board of Directors other than the President. The notice of any special  
6 meeting of the Board of Directors shall state the time, place and purpose of the meeting.  
7 Except for an emergency meeting as noted in Section 6.5, notice of any special meeting  
8 shall be sent to each Director either by U.S. mail, electronic mail (e-mail), facsimile, or  
9 any other form of recorded communication; by telephone; or delivered personally not  
0 later than three business days prior to the scheduled time of the meeting. Notice of  
1 special meetings of the Board also shall be given to the Association Members in  
2 accordance with Section 6.9. A written waiver of notice, whether given before or after  
3 the meeting to which it relates, shall be the equivalent of giving notice to the Directors  
4 who sign the waiver. Attendance of a Director at a special meeting of the Board shall  
5 constitute a waiver of notice of such meeting, except when he/she attends the meeting  
6 for the express purpose of objecting to the transaction of any business or because the  
7 meeting is not lawfully called or convened.  
8

9           6.7 Quorum. A majority of the Board, present in person, at any meeting of the  
0 Board shall constitute a quorum for the transaction of business at such meeting. Except  
1 as otherwise stated in these Bylaws, and except as provided for by law, the vote of a  
2 majority of the Directors present at any meeting where a quorum is present shall be the  
3 act of the Board. In the absence of a quorum, a majority of the Directors present at the  
4 meeting may adjourn the meeting to another time or place.  
5

6           6.8 Organization. At each meeting of the Board, the President, or if he/she is  
7 not present, then the Vice President, or if he/she is not present, then a Director chosen  
8 by a majority of the Directors present, shall act as the Chair and preside over such  
9 meeting. The Secretary, or if he/she is not present, any person which the Chair appoints,  
0 shall act as the Secretary and keep the minutes.  
1

1           6.9 Open Board Meetings. Board meetings are open to all Members of the  
2 Association or any person designated by a Member in writing as the Member's  
3 representative. All Members or designated representatives so desiring shall be  
4 permitted to attend and speak at an appropriate time during the meetings. The dates of  
5 Board meetings shall be announced to Association Members at least forty-eight (48)  
6 hours in advance of the meeting by newsletter, conspicuous posting or any other  
7 reasonable means as determined by the Board. Notice to Members of a Board meeting is  
8 not required if urgent circumstances require action by the Board before notice can be  
9 given. Any such action will be reviewed at the next regular Board meeting and entered  
10 into the minutes of said meeting.

11  
12           6.10 Closed Board Meetings. Any portion of a Board meeting may be closed if  
13 that closed portion of the meeting is limited to consideration of one or more of the  
14 following:

15  
16                   (A) Legal advice from an attorney for the Board or the Association.

17                   (B) Pending or contemplated litigation.

18                   (C) Personal, health or financial information about an individual  
19 member of the Association, an individual employee of the  
20 Association or an individual employee of a contractor for the  
21 Association, including records of the Association directly related to  
22 the personal, health or financial information about an individual  
23 member of the Association, an individual employee of the  
24 Association or an individual employee of a contractor for the  
25 Association.

26                   (D) Matters relating to the job performance of, compensation of,  
27 health records of or specific complaints against an individual  
28 employee of the association or an individual employee of a  
29 contractor of the association who works under the direction of the  
30 Association.

31                   (E) Discussion of a Member's appeal of any violation cited or  
32 penalty imposed by the Association except on request of the affected  
33 member that the meeting be held in an open session.

34           6.11 Additional Guidelines. The Board of Directors may adopt additional  
35 guidelines pertaining to committee operations and meetings.

36  
37           6.12 Action by Directors Without a Meeting. Any action required or permitted  
38 to be taken by the Board of Directors may be taken without a meeting if all of the

1 members of the Board of Directors consent, in writing, to such action. Such consents  
2 shall be announced at and filed with the minutes of the next Board meeting. Any action  
3 by written consent has the same force and effect as any vote of the Directors. Action  
4 without a meeting may be taken only when it is not possible to assemble a quorum for a  
5 meeting and Board action is required for Association business.  
6

7       6.13 Resignations. Any Director may resign at any time by giving notice of  
8 his/her resignation to the Board of Directors. Any resignation becomes effective at the  
9 time specified in the notice, if the time is not stated in the notice, it shall take effect  
0 immediately upon its receipt by the President or the Secretary. Unless otherwise  
1 specified in the notice, the acceptance of such resignation is not necessary to make it  
2 effective. In the event that any Director is absent from three consecutive Board meetings,  
3 or is delinquent in the payment of his/her assessments due to the Association for more  
4 than 90 days, without being excused by the President for good cause, he/she shall be  
5 deemed to have resigned from office and his/her successor shall be appointed to fill the  
6 unexpired term.  
7

8       6.14 Removal of Directors. The Members, by a majority vote of Members  
9 entitled to vote and voting on the matter at a meeting of the Members called pursuant to  
0 these Bylaws, at which a quorum is present, may remove any Director from the Board  
1 with or without cause. For purposes of calling for removal of a Director by the  
2 Members, the following apply:  
3

4       6.14.1. On receipt of a petition that calls for removal of a Director and that  
5 is signed by the number of persons who are eligible to vote in the  
6 Association at the time the person signs the petition equal to at least 25% of  
7 the votes in the Association, the Board shall call and provide written notice  
8 of a special meeting of the Association as prescribed by these Bylaws.  
9

0       6.14.2. The special meeting shall be called, noticed and held within 30 days  
1 after the Board's receipt of the petition.  
2

3       6.14.3. For purposes of a special meeting called pursuant to this Section, a  
4 quorum is present if the number of Members who are eligible to vote in the  
5 Association at the time of the meeting equal to at least 20% of the votes of  
6 the Association is allocated, is present at the meeting in person or as  
7 otherwise permitted by law.  
8

9       6.14.4. If a civil action is filed regarding the removal of a Director, the  
0 prevailing party in the civil action shall be awarded its reasonable attorney  
1 fees and costs.  
2

1 6.14.5. The Board shall retain all documents and other records relating to  
2 the proposed removal of any Director for at least one year after the date of  
3 the special meeting and shall permit Members to inspect those documents  
4 and records pursuant to these Bylaws and Arizona Revised Statutes §33-  
5 1805.  
6

7 6.14.6. A petition that calls for the removal of the same member of the  
8 Board of Directors shall not be submitted more than once during each term  
9 of office for that member.  
10

11 6.15 Vacancies on the Board.  
12

13 6.15.1. At any duly convened special meeting of the Membership at which  
14 any Director is removed, a successor or successors should then and there  
15 be elected to fill the vacancy thus created.  
16

17 6.15.2. Any vacancy on the Board of Directors, other than through removal  
18 by the Membership, may be filled by the vote of a majority of the  
19 remaining Directors even if the remaining Directors do not constitute a  
20 quorum. Any Director appointed or elected to fill a vacancy shall hold  
21 office for the unexpired term of the vacancy that has been filled. The Board  
22 shall fill a vacancy under this Section within 60 days from the Board  
23 meeting at which the vacancy becomes official. During any period when  
24 there is a vacancy on the Board, the quorum shall be a majority of the  
25 remaining Directors and the Board may continue to conduct business on  
26 behalf of the Association and in accordance with the Governing  
27 Documents.  
28

29 6.15.3. When one or more Directors resign from the Board, effective at  
30 some date in the future, a majority of the Directors, including those who  
31 have submitted their resignation, may vote to fill the vacancy with the term  
32 of the newly-appointed Directors scheduled to begin on the date the  
33 resignation becomes effective.  
34

35 6.15.4. If a vacancy occurs because of the death or resignation of a Director,  
36 or for any other reason, leaving the Association with no Directors in office,  
37 then any Member may call a special meeting of Members solely for the  
38 purpose of electing Directors.  
39

40 6.15.5. If a Director fails to assume his/her position because of death,  
41 disability or declination prior to the beginning of the term to which he/she  
42 was elected, then the person who received the next highest number of

1 votes shall succeed to that position. If there were no unelected candidates,  
2 the other Directors shall fill the vacancy in accordance with Section 6.15.2.  
3

4 6.16 Non-Liability of Officials and Indemnification. The Association shall  
5 indemnify, to the fullest extent permitted by law, every officer, director and committee  
6 member, against any and all expenses, including attorneys' fees, reasonably incurred or  
7 imposed upon, any such person, in connection with any action, suit or other proceeding  
8 (including settlement of any suit or proceeding if approved by the then Board of  
9 Directors) to which he/she may be made a party by reason of being or having been an  
10 officer or director. This provision shall not be deemed to include travel expenses to  
11 attend Association meetings or legal proceedings and shall only include reasonable  
12 actual expenses. Neither officers, directors, nor committee members shall be liable for  
13 any mistake of judgment, negligent or otherwise, except for their own individual willful  
14 misfeasance, malfeasance, misconduct or bad faith. The officers, directors and committee  
15 members shall have no personal liability with respect to any contract or other  
16 commitment made by them, in good faith, on behalf of the Association (except to the  
17 extent that such officers, directors or committee members may also be Members of the  
18 Association). The Association shall indemnify and forever hold each such officer,  
19 director and committee member, free and harmless against any and all liability to others  
20 on account of each such contract or commitment. Any right to indemnification provided  
21 for herein shall not be exclusive of any of the rights to which any officer, director or  
22 committee member, or former officer, director or committee member, may be entitled.  
23 The Association shall, as a common expense, maintain adequate general liability and  
24 Officer's and Director's Liability insurance, which also includes committee members, to  
25 fund this obligation.  
26

## 27 **ARTICLE VII.**

### 28 **POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

29  
30 7.1 Authority of the Board. The Board of Directors has all the powers of an  
31 Arizona non-profit corporation, subject only to such limitations upon the exercise of  
32 such powers as are expressly set forth in the Governing Documents. The Board has the  
33 power to do any and all lawful things which may be authorized, required or permitted  
34 to be done by the Association under and by virtue of the Governing Documents and  
35 applicable law, and to do and perform any and all acts which may be necessary or  
36 proper for or incidental to, the exercise of any of the express powers of the Association.  
37

38 7.2 Powers. Without being limited to the generality of Section 7.1, the Board of  
39 Directors has the power to:

40  
41 7.2.1. Hold and administer the assets and direct, control, manage and  
42 supervise business and affairs of the Association.

1  
2  
3 7.2.2. Enforce all applicable provisions of the Governing Documents.

4 7.2.3. Make and publish architectural and design standards, and rules and  
5 regulations within the authority set forth in the Articles of Incorporation,  
6 these Bylaws, and the Declaration, and to establish penalties (including but  
7 not necessarily limited to fines, probation and/or suspension of  
8 Membership or voting privileges) for the infraction thereof. There shall be  
9 copies of the complete architectural and design standards, and rules and  
10 regulations available for purchase or inspection by any Member of the  
11 Association upon request.

12  
13 7.2.4. Employ or terminate the services of any independent contractor, a  
14 managing agent or such other personnel and employees as the Board  
15 deems necessary, and to prescribe their duties.

16  
17 7.2.5. As more fully provided in these Bylaws and the Declaration to:

18  
19 7.2.5.1. Establish and collect the amount of Annual and Special  
20 Assessments from each Member.

21  
22 7.2.5.2. Perfect and foreclose a lien against any property for which  
23 Annual or Special Assessments are not paid, or to bring an action at  
24 law against the Member personally obligated to pay the same.

25  
26 7.2.5.3. Pay any taxes and assessments which are, or could  
27 become, a lien on the property owned by the Association.

28  
29 7.2.6. Contract for goods and/or services for the Common Areas, facilities,  
30 property for which the Association is responsible, and the legal interests of  
31 the Association.

32  
33 7.2.7. When permitted by law, represent the Association before any and  
34 all governmental or quasi-governmental agencies, offices, groups or bodies  
35 in conjunction with any matters bearing upon or affecting the quality of life  
36 and property values of the Association's Members, including but not  
37 necessarily limited to all planning and zoning, fire protection, street  
38 lighting, public utility and similar regulatory agencies.

39  
40 7.2.8. To grant and convey easements, licenses or rights-of-way in  
41 accordance with the terms of the Declaration.  
42





1           8.2 President. The President shall be the Chair of the Board of Directors and  
2 shall preside at and conduct all meetings of the Board and the Members. He/She shall  
3 see that orders and resolution of the Board are carried out; shall sign all leases,  
4 mortgages, deeds and other written instruments and agreements; and shall co-sign all  
5 promissory notes. In the absence of the Treasurer and Assistant Treasurer, the President  
6 shall write and sign checks for payment of Association expenses.

7  
8           8.3 Vice President. The Vice President has such powers and performs such  
9 duties as the President or the Board may from time-to-time prescribe and shall perform  
10 such other duties as may be prescribed by these Bylaws. At the request of the President,  
11 or in case of his/her absence or inability to act, the Vice President shall perform the  
12 duties of the President and, when so acting, shall have all the powers of, and be subject  
13 to all the restrictions upon, the President. The Vice President shall attend meetings of  
14 the Santa Rita Springs Homeowners Association and shall make a report of the  
15 proceedings to The Links HOA Board of Directors.

16  
17           8.4 Secretary. The Secretary (or his or her designee) shall record the votes and  
18 keep the minutes of all meetings and proceedings of the Board and of the Members;  
19 provide notice of meetings of the Board and of the Members; keep appropriate current  
20 records showing the Members of the Association together with their addresses, and shall  
21 perform such other duties as required by the Board. The Secretary (or his or her  
22 designee) shall ensure that all the proceedings of the Membership, and the Board of  
23 Directors, are recorded in one or more books kept for that purpose. The Secretary (or his  
24 or her designee) is the custodian of all contracts, deeds, documents, all other indicia of  
25 title to properties owned by the Association and of its corporate records (except  
26 accounting records). Upon request, the Secretary (or his or her designee) shall make the  
27 records of the Association which are not in the custody of the Treasurer, available for  
28 inspection, at all reasonable times to any Director or Member. All records of the  
29 Association shall be kept and maintained at the Association's principal office or in  
30 appropriate storage under the direction and control of the Secretary.

31  
32           8.5 Treasurer. The Treasurer is responsible for supervising all of the funds and  
33 securities of the Association, official records, documents, ledgers and accounts involving  
34 the financial business of the Association. All financial records and documents shall be  
35 kept and maintained at the Association's principal office. The Treasurer shall see to it  
36 that the Association's funds are deposited to the account of the Association in such  
37 bank(s) which are federally insured and/or shall use said funds to purchase U.S.  
38 Treasury Notes, Certificates of Deposits or other obligations of the Federal Government  
39 or agencies thereof, as designated by the Board of Directors. The Treasurer (or his or her  
40 designee) shall prepare the annual operating and capital budget for the Association,  
41 which shall include, but not be limited to, the following: estimated revenue and expenses  
42 and the annual cash reserves available for replacement and major repairs of the

1 Association's facilities. This must be completed in a timely fashion, so that the Board can  
2 approve the budget no late than the November Board meeting. The Treasurer also shall  
3 issue financial statements when required, and perform such other duties as ordinarily  
4 pertain to that office. The Board of Directors may appoint an Assistant Treasurer who  
5 shall, in the absence or incapacity of the Treasurer, have the powers, duties and the  
6 responsibilities of the Treasurer. The Treasurer shall sign all checks and promissory  
7 notes of the Association. In the absence of the Treasurer and Assistant Treasurer, the  
8 President shall write and sign checks for payment of Association expenses.

9  
10 8.6 Bonding. At the Board's discretion, all officers, Directors, Committee  
11 Chairs and members and employees, who are in any way involved in the handling of  
12 Association funds, and the paid managerial personnel of the Association shall be bonded  
13 or insured in a sum to be determined by the Board of Directors.

14  
15 8.7 Compensation. No compensation shall be paid to officers and Directors for  
16 their services as officers and Directors. No remuneration shall be paid to any officer or  
17 Directors for services performed by him/her for the Association in any other capacity,  
18 unless a resolution authorizing such remuneration is unanimously adopted by the Board  
19 of Directors before the services are undertaken.

20  
21 8.8 Removal. Any officer may be removed from office by the majority vote of  
22 the Directors at any regular or special meeting called for that purpose, whenever, in the  
23 Board's judgment, the best interests of the Association will be served by the removal.  
24 The removal of a person as an officer does not constitute a removal of that person from  
25 the Board of Directors, unless he/she is removed from the Board by the Members or  
26 Directors, as set forth herein.

27  
28 8.9 Vacancies. If any office becomes vacant by removal, death, resignation,  
29 retirement, disqualification, or any other cause, the majority of the Directors may elect an  
30 officer from the Directors to fill that vacancy, and such officer shall hold office until the  
31 election of his/her successor.

32  
33 8.10 Special Appointments. The Board may elect such other officers as the  
34 affairs of the Association may require, each of whom shall hold office for such period,  
35 have such authority, and perform such duties as the Board may, from time-to-time,  
36 determine. No such officers shall receive compensation for duties performed, but may  
37 receive reimbursement of actual expenses.

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**ARTICLE IX.**  
**COMMITTEES**

9.1 Organization of Committees. At the Board meeting immediately following the Annual Meeting, the Board shall determine which Board members shall serve on specified committees, and shall designate a chairperson for each committee. (The Secretary may serve as chair of the Nominating and Election Committee unless he/she is running for re-election.) At the next Board meeting, the President shall present a list of nominees for each committee. The Board shall approve committee appointments by a majority vote.

9.2 Standing Committees. The standing committees are: Architectural Review, Nominating and Election, Communication and Community Affairs, Landscape, Legal Affairs, Physical Facilities, Social Committee, Sunshine Committee, and Website Management. The Board may appoint such other committees as the Directors deem necessary to properly and effectively carry on the affairs of the Association. Any committee member may be removed from a committee, with or without cause by a majority vote of the Board, provided a quorum is present.

9.3 Duties of Standing Committees.

9.3.1. Architectural Review Committee. This Committee will have the duties and responsibilities which are set forth in the Declaration, and is responsible to: (A) monitor all exterior modifications within the community; (B) assure that exterior maintenance standards and obligations are upheld on the Lots; (C) enforce rules pertaining to signage on the Lots; and (D) perform such other duties designated in the Declaration and the Association Rules.

9.3.2. Nominating and Election Committee. This Committee will function in accordance with Article X of these Bylaws.

9.3.3. Common Area Landscape Committee. This Committee shall: (A) supervise the care and maintenance of the Common Areas. In order to do this, a contractor(s) shall be selected and hired by the Board of Directors to do the actual work; (B) approve all bills from the contractor and nurseries and present these bills to the Treasurer; (C) create a budget for the work to be done, including the cost of the contractor; cost of plants, planting, and other materials; and placement of hard materials in the Common Areas. The proposed budget shall be presented to the Treasurer; (D) work with an expert on special projects; and (E) report any unapproved plantings by residents in the Common Areas to the Board of Directors.

1  
2 9.3.4. Communications and Community Affairs Committee. This  
3 Committee shall: (A) provide information to Links membership from the  
4 Board of Directors when requested by the Board (B) inform the  
5 membership of all upcoming events. This may be done by email, mail and  
6 or flyers posted in the three Bulletin Boards. (C) Send out to new Links  
7 Homeowners: New Resident Packet containing the following information a  
8 copy of the Governing Documents, including the Guidelines Handbook  
9 and an acknowledgement letter to be signed and returned to the Treasurer;  
10 (D) make a personal visit to the new homeowners in order to fill out a New  
11 Resident Data Sheet forward same to the Board of Directors and to the  
12 Website Manager.  
13

14 9.3.5. Legal Affairs Committee. This Committee shall: (A) serve as the  
15 Association's representative to Green Valley Council, which is the liaison  
16 between Green Valley homeowners associations and Pima County and  
17 other Arizona governing bodies; (B) act as the liaison between the  
18 Association and its attorneys; (C) evaluate the impact on the Governing  
19 Documents of any pending or passed Arizona HOA legislation; (D) attend  
20 Green Valley HOA Legal Workshops and provide feedback to the Board;  
21 and (E) provide answers to the Board's questions about provisions of the  
22 Governing Documents as they pertain to Association operations.  
23

24 9.3.6. Physical Facilities Community. This Committee shall act as the  
25 liaison between the Association and outside vendors providing services to  
26 maintain, replace, and support the various physical facilities in the  
27 Common Areas. The facilities include but are not limited to: (A) streets  
28 and curbs; (B) east and west entrance gates; (C) entrance signs; (D)  
29 stationary gate at the end of Fade Dr. and Abrego; (E) mail boxes and their  
30 concrete pads; (F) bridge and park in the Common Area; and (G) the off-  
31 site storage rental.  
32

33 9.3.7. Social Committee. This Committee shall be responsible for planning  
34 and executing all social events.  
35  
36

37 9.3.8. Sunshine Committee. This Committee shall send cards, flowers  
38 and/or shall visit residents who are ill, injured, or suffered the loss of a  
39 family member. Other Members may be asked to volunteer from time to  
40 time to carry out the duties of this Committee.  
41

42 9.3.9. Website Management. This Committee shall: (A) maintain an

1 electronic copy of all information on the Association's website; (B) work  
2 with the web hosting company and the website developer to resolve issues  
3 and clarify problems with the Association's website; (C) ensure that  
4 different Member's computers can access the website; and (D) create  
5 Member mailing labels as needed for Association mailings.  
6

7 9.4 Removal of Committee Member. Any committee member may be  
8 removed from a committee, with or without cause by a majority vote of the Board,  
9 provided a quorum is present.  
10

11 9.5 Meetings of Committees. Committee meetings are open to all Members of  
12 the Association or any person designated by a Member in writing as the Member's  
13 representative. All Members or designated representatives so desiring shall be  
14 permitted to attend and speak at an appropriate time during the meetings. The dates of  
15 committee meetings shall be announced to Association Members at least forty-eight (48)  
16 hours in advance of the meeting by newsletter, conspicuous posting or any other  
17 reasonable means as determined by the Board. Notice to Members of a committee  
18 meeting is not required if urgent circumstances require action by the committee before  
19 notice can be given. Any such action will be reviewed at the next regular committee  
20 meeting and entered into the minutes of said meeting.  
21

22 9.6 Closed Committee Meeting. Any portion of a committee meeting may be  
23 closed if that closed portion of the meeting is limited to consideration of one or more of  
24 the following:

25 (A) Legal advice from an attorney for the Board or the Association.

26 (B) Pending or contemplated litigation.

27 (C) Personal, health or financial information about an individual member  
28 of the Association, an individual employee of the Association or an  
29 individual employee of a contractor for the Association, including records  
30 of the Association directly related to the personal, health or financial  
31 information about an individual member of the Association, an individual  
32 employee of the Association or an individual employee of a contractor for  
33 the Association.

34 (D) Matters relating to the job performance of, compensation of, health  
35 records of or specific complaints against an individual employee of the  
36 association or an individual employee of a contractor of the association  
37 who works under the direction of the Association.

1 (E) Discussion of a Member's appeal of any violation cited or penalty  
2 imposed by the Association except on request of the affected member that  
3 the meeting be held in an open session.  
4

5 9.7 Additional Guidelines. The Board of Directors may adopt additional  
6 guidelines pertaining to committee operations and meetings.  
7

8 **ARTICLE X.**  
9 **NOMINATING AND ELECTION COMMITTEE**  
10

11 10.1 Purpose and Term of Committee. The Nominating and Election  
12 Committee shall nominate candidates for the Directors' positions to be elected and filled  
13 by Members annually. The members of this Committee shall oversee all elections during  
14 a one-year term that begins 90 days before the Annual Meeting each year.  
15

16 10.2 Selection of Members to Nominating and Election Committee. The  
17 Nominating and Election Committee shall consist only of Members in good standing, as  
18 defined in Section 3.1.2, to be chosen as follows:  
19

20 10.2.1. The President, with approval of a majority of the Board of Directors  
21 shall appoint the members of this Committee. Other than the Secretary, no  
22 Director may be a member of this Committee, and the Secretary shall serve  
23 as Chairperson unless he/she is running for re-election, in which case  
24 another Board member shall be appointed to this Committee and shall act  
25 as Chairperson.  
26

27 10.2.2. The President shall call the first meeting of the Nominating and  
28 Election Committee, by giving written notice to each member of the  
29 Committee at least seven days prior to the date of the meeting.  
30

31 10.3 Selection of Candidates.  
32

33 10.3.1. The Committee or any Member of the Association may submit the  
34 names of prospective candidates for the Board positions to be elected by  
35 the Members. The name of each prospective candidate shall be submitted  
36 in writing to the Nominating and Election Committee at the general office  
37 of the Association, together with a resume on a form provided by the  
38 Association.  
39

40 10.3.2. The Nominating and Election Committee shall prepare and  
41 announce a slate of candidates, which shall be mailed to Members with the  
42 Notice of Annual Meeting of the Association.  
43

1  
2  
3 10.3.3. In addition to the Nominating and Election Committee's slate of  
4 nominees, any Member in good standing (as defined in Section 3.1.2) may  
5 be added to the slate of candidates by "write in" on the ballot. There shall  
6 be no nominations from the floor at the annual meeting or any other  
7 meeting of the Association at which Directors are elected.

8 **ARTICLE XI.**  
9 **PROCEDURE FOR AMENDMENT**

10  
11 11.1 Amendment. These Bylaws may be amended by the affirmative vote of  
12 two-thirds (2/3rds) of the Members present in person or by absentee ballot at any  
13 Annual or Special Meeting of Members, provided a quorum is present. These Bylaws  
14 shall not be amended to contain any provisions that would be contrary to or inconsistent  
15 with the Declaration or the Articles. Any provisions or purported amendment or  
16 modification to these Bylaws that is contrary to or inconsistent with the Declaration or  
17 the Articles shall be void to the extent of the inconsistency.

18 11.2 Prior Bylaws Replaced. These Bylaws shall amend, restate, and replace all  
19 prior Bylaws of the Association, and all prior amendments thereto.  
20

21 **ARTICLE XII.**  
22 **GENERAL PROVISIONS**

23  
24 12.1 Conflicting Provisions. In the case of any conflict between the Articles and  
25 the Bylaws, the Articles shall control; and in the case of any conflict between the  
26 Declaration and the Bylaws, the Declaration shall control.  
27

28 12.2 Designation of Fiscal Year. The fiscal year of the Association shall begin on  
29 the 1st day of January and end on the last day of December of every year.  
30

31 12.3 Books and Records. The Governing Documents together with the books  
32 and records of account and membership, and minutes of Association and Board  
33 meetings shall be available for inspection by any Member during reasonable business  
34 hours at the principal office of the Association. Copies of the Governing Documents  
35 may be purchased by Members at a reasonable cost. The Association may charge a fee  
36 for photocopying of books and records requested by a Member.  
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These Amended and Restated Bylaws were approved by at least 2/3rds of the votes cast in a duly-held election of the Association, and shall be effective as of the 8 day of March, 2016.

THE LINKS AT SANTA RITA SPRINGS  
HOMEOWNERS ASSOCIATION, INC.  
an Arizona non-profit corporation

By: Michael J. Clemens  
Its: President

ATTEST:

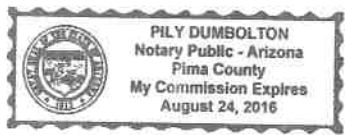
Patricia A. Vincent  
Secretary



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STATE OF ARIZONA     )  
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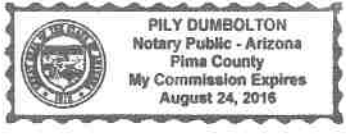
The foregoing instrument was acknowledged before me this 8 day  
of MARCH, 2016, by Michael John Clemens, President,  
of The Links at Santa Rita Springs Homeowners Association, Inc., an Arizona non-profit  
corporation, on behalf of the corporation.



Pily Dumbolton  
Notary Public

STATE OF ARIZONA     )  
                                  :  SS:  
County of Pima            )

The foregoing instrument was acknowledged before me this 8 day  
of MARCH, 2016, by Patricia A. Vincent, Secretary,  
of The Links at Santa Rita Springs Homeowners Association, Inc., an Arizona non-profit  
corporation, on behalf of the corporation.



Pily Dumbolton  
Notary Public