

Amended and Restated Bylaws
Of
Catalina Foothills Estates No. 7 Association
(An Arizona non-profit organization)

Effective: 1 January 2016

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RESTATED BYLAWS
CATALINA FOOTHILLS ESTATES NO. 7 ASSOCIATION

ARTICLE I
Introduction

A. Scope. These Bylaws shall govern the operation of Catalina Foothills Estates No. 7 Association. (the “Association”), an Arizona non-profit corporation created pursuant to the Articles of Incorporation under the provisions of Title 10, Chapter 25 of the Arizona Revised Statutes. The use of the Properties for the benefit of the Members is governed by the Amended and Restated Declarations of Protective Covenants for Catalina Foothills Estates No. 7, and all amendments thereto (the “Declarations”). All references to the Declarations shall include any amendments.

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

ARTICLE II
Membership & Qualifications

Section 1 Membership Requirements

A. Membership is limited to owners of lots designated as 1 through 314, P-1, P-2, P-3, and 2-E located within Catalina Foothills Estates No. 7, a subdivision of Pima County, Arizona.

B. All owners of property described in paragraph A shall be considered as and automatically become members of the Catalina Foothills Estates No. 7 Association without application or payment of dues in accordance with the Declaration of Protective Covenants applicable to such property.

C. The transfer of title to any Lot automatically transfers the Membership to the new Owner.

D. The privileges of Members shall be to vote, to hold office, and to benefit from the Common Areas, subject to the Governing Documents.

E. The Board of Directors has the right to suspend the voting rights of any Owner for any period in which the Assessment against his/her lot or parcel remains unpaid.

F. Regardless of the number of individual owners, there shall be one (1) vote allowed for each lot.

ARTICLE III Meeting of Members

Section 1 Meetings (Annual & Special)

A. The annual meeting of the members of the Association for the election of directors and the transaction of such other business of the Association as may be brought before it shall be held each year at such place and time as the Board of Directors may designate.

B. Special meetings of the members of the Association may be called by the President or in his/her absence or disability, by the Vice-President at the request of the Board of Directors. Such special meetings shall be held at such time and such place as may be designated in the notice therefore.

C. Notice of such meetings, whether annual or special, shall be mailed to members of the Association to his/her last known address not less than ten (10) days prior to the date of the meeting, and shall state the purpose for which it is to be held.

D. Eligible association members representing at least one-tenth of the votes as allowed above shall constitute a quorum.

E. Voting shall be conducted by secret ballot.

Section 2 Procedures for Meetings

A. The President shall preside over all meetings of the Members. If the President is not present, then the Vice President shall preside over the meeting. The Secretary (or his or her designee) shall attend each meeting of

the Members and take and prepare minutes reflecting the actions taken at the meeting. If the Secretary (or his or her designee) is not present, then the Chair of the meeting shall appoint another person or officer to act as the recording secretary and to perform the functions of the Secretary.

Section 3 Voting

A. Voting Rights. Regardless of the number of individual owners, there shall be one vote allowed for each Lot. When more than one Person holds an interest in any Lot, the vote for that Lot or Parcel shall be exercised as agreed upon by the Owners, but in no event shall more than one vote per Lot be cast. If the owners of a Lot or Parcel cannot agree on how to cast any vote, they will lose their right to vote on the matter in question. If any Member casts a vote on a particular matter, it will conclusively be presumed for all purposes that the Person casting the vote was acting with the authority and consent of all of the Owners of the Lot or Parcel, unless an objection by any other Owner is made at the time the vote is cast. In the event that more than the allocated votes are cast for a particular Lot or Parcel, none of the votes shall be counted and all of the votes shall be deemed void.

B. At any meeting of the Members, the eligible Members shall be entitled to vote on each matter brought before the membership. A majority of the Eligible Votes cast by the Members at such meeting, provided there is a quorum, shall be the act of the membership, except as otherwise provided in the Declaration, the Articles of Incorporation, these Bylaws or by statute.

C. Voting for the members of the Board of Directors shall take place, in accordance with these Bylaws by written ballot (without a meeting), or by voting at the Annual Meeting in person or by absentee ballot. The results shall be made known upon the tabulation and certification of the election by the Nominating and Election Committee.

Section 4 Voting Procedures

A. The Board shall provide for votes to be cast by absentee ballot at any meeting of the Association. Ballots for Members will be sent via U.S. Mail with the annual meeting notice. When absentee ballots are used, the following procedure shall apply:

1. The absentee ballot shall set forth each proposed action to be taken at the meeting.
2. The absentee ballot shall provide an opportunity to vote for or against each proposed action.
3. The absentee ballot is valid for only one specified election or meeting of the Members and expires automatically after the completion of the election or meeting.
4. The absentee ballot must specify the time, date and place by which the ballot must be delivered to the Board in order to be counted. Ballots received after this date shall not be counted.
5. Absentee ballots must be sent to Members at least ten (10) days but not more than forty five (45) days prior to the date of the election or vote on an issue, and the date set for the tabulation of the ballots shall be stated on the ballot.
6. Absentee ballots shall be valid for the purpose of establishing a quorum for the vote or election.
7. The absentee ballot cannot authorize another person to cast votes on behalf of the Member.

B. Any action that the Association Members may take at any annual or special meeting may be taken without a meeting if the Association delivers a written ballot to every eligible Member entitled to vote on the matter. A written ballot shall:

1. Set forth each proposed action.
2. Provide an opportunity to vote for or against each proposed action.
3. Approval by written ballot is valid only if both:
 - (A) The number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action. (Article III, Sec. 1 D)

(B) A majority of the Eligible Votes cast by ballot by Members, shall be the act of the membership.

4. All solicitations for votes by written ballot shall:

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

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

(C) Specify the time by which a ballot must be delivered to the Association in order to be counted, which time shall not be less than ten (10) days after the date that the Association delivers the ballot.

C. The determination of eligibility and tabulation of votes shall proceed under the supervision of the Nominating and Election Committee.

D. The Nominating and Election Committee shall be in attendance at all times during voting tabulation and during check-in at any meeting of Members, and the Committee designee(s) shall verify whether a Member is eligible to vote. If there is a secret ballot, the Committee shall issue all of the official ballots and shall witness the placing of the ballots into the ballot box at the meeting and the opening of absentee or written ballots.

E. Upon completion of the tabulation of votes/ballots, the results shall be certified to the Board of Directors by the Nominating and Election Committee and announced to the Membership either at a meeting or, if written ballots are used in the absence of a meeting, by written and/or email notification to the Members.

F. In the event of a tie vote, there shall be another vote solely for the purpose of breaking the tie.

ARTICLE IV
Board of Directors

Section 1 Association Property and Affairs

A. The property and affairs of the Association shall be managed and conducted by its Board of Directors, the members of which shall serve without compensation. The prime responsibility of the Board of Directors shall be to uphold and enforce the Governing Documents (Declaration of Protective Covenants, Guidelines, and Resolutions) applicable to the property described in Article II. Section 1 A.

Section 2 Numbers, Election, Term of Office, Vacancies

A. The Board shall consist of at least three (3) directors and not more than nine (9) directors, all of whom must be Members in good standing, meaning that their assessment accounts shall be current. Co-owners of Lots shall not be entitled to serve on the Board of Directors at the same time. All Directors shall have all of the rights, remedies, privileges and authority accorded to directors of the Association by the Governing Documents and by applicable law. The primary responsibility of the Board shall be to uphold and enforce the Governing Documents.

B. The Nominating and Election Committee, or any Member of the Association, may submit the names of prospective candidates for the Board positions to be elected by the members. The name of each prospective candidate shall be submitted to the Nominating and Election Committee at the general office of the Association.

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

D. Directors shall be elected by a secret ballot. The candidates receiving the highest number of votes up to the number of directors to be elected, shall be elected. All candidates shall be Members in good standing.

E. All directors shall be elected for a three-year term in groups of three whose terms expire in consecutive years. If there is a possibility of no staggered terms in any election year, the Board may adopt reasonable rules

and regulations governing the Nominating and Election Committee's procedures for the upcoming election, including a modification of terms for some of the newly-elected Directors, so that staggered terms will be restored.

F. No such Director shall hold office for more than two consecutive terms and, having served two consecutive terms, he/she shall be ineligible for further election until the next annual meeting of the Association following the meeting at which his/her second consecutive term of office expired.

G. A vacancy shall be deemed to exist in case of the death or resignation of any Director. Any member of the Board who fails to attend four (4) meetings of the Board in one calendar year may be deemed to have resigned. Vacancies in the Board of Directors may be filled by a majority vote of the remaining Directors, and each Director so appointed shall hold office for the unexpired portion of the term.

Section 3 Annual Meeting

A. The Board of Directors shall hold a meeting for the purpose of election of officers, reorganization, and transaction of business immediately following and at the same place as the annual meeting of the Association. No notice shall be required for any such meeting of the Board of Directors.

Section 4 Regular Meetings

A. Regular meetings of the Board of Directors will be held monthly, except as modified by a majority vote of the Board of Directors, at such time and place as the Board of Directors may designate. Notice of each meeting shall be given to each Director at least three (3) days before the meeting and with notice to Association Members in accordance with applicable law. (As of the date of these Bylaws, A.R.S. §33-1804 requires forty-eight (48) hours advance notice to Members of meetings of Board by newsletter, conspicuous posting or any other reasonable means as determined by the Board.) Notice to Members of a meeting of the Board is not required if emergency circumstances require action by the Board before notice can be given.

Section 5 Special Meetings

A. Special meetings of the Board of Directors may be called by the President, or any two members of the Board of Directors. Notice of each special meeting shall be given to the President and to each Director at least three (3) days before the meeting. Such notice shall specify the purpose for which the meeting shall be called.

Section 6 Quorum

A. A simple majority of the Directors in office shall constitute a quorum for any meeting of the Board of Directors. Less than a quorum may adjourn a meeting until a quorum shall be present.

Section 7 Organization

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

Section 8 Action by Directors Without a Meeting

A. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all of the members of the Board of Directors consent, in writing/email, to such action. Such consents shall be announced at and filed with the minutes of the next Board meeting. Any action by written consent has the same force and effect as any vote of the directors. Action without a meeting may be taken only when it is not possible to assemble a quorum for a meeting and Board action is required for immediate Association business.

Section 9 Resignations

A. Resignations. Any director may resign at any time by giving notice of his/her resignation to the Board of Directors. Any resignation becomes effective at the time specified in the notice, and if the time is not stated in the notice, it shall take effect immediately upon its receipt by the President or the

Secretary. Unless otherwise specified in the notice, the acceptance of such resignation is not necessary to make it effective. In the event that any director is absent from four (4) Board meetings in one calendar year or is delinquent in the payment of his/her Assessments due to the Association for more than ninety (90) days, without being excused by the President for good cause, he/she shall be deemed to have resigned from office and his/her successor shall be appointed to fill the unexpired term.

Section 10 Removal of Directors

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

B. On receipt of a petition that calls for removal of a Director and that is signed by the Members entitled to cast at least twenty-five percent (25%) of the votes in the Association or one hundred (100) votes, whichever is less, the Board shall call and provide written notice of a special meeting of the Association as prescribed by these Bylaws.

C. The special meeting shall be called, noticed and held within thirty (30) days after the Board's receipt of the petition.

D. For purposes of a special meeting called pursuant to this Section, a quorum is present if the number of Members to whom at least twenty percent (20%) of the votes in the Association is allocated is present at the meeting in person or by absentee ballot.

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

F. The Board shall retain all documents and other records relating to the proposed removal of any Director for at least one (1) year after the date of the special meeting and shall permit Members to inspect those documents and records pursuant to these Bylaws.

G. A petition that calls for the removal of the same Director shall not be submitted more than once during each term of office for that member.

Section 11 Vacancies

A. At any duly convened special meeting of the membership at which any Director is removed, a successor or successors should then and there be elected to fill the vacancy thus created.

B. Any vacancy on the Board of Directors, other than through removal by the membership, may be filled by the vote of a majority of the remaining Directors even if the remaining Directors do not constitute a quorum. Any Director appointed or elected to fill a vacancy shall hold office for the unexpired term of the vacancy that has been filled. The Board shall attempt to fill a vacancy under this Section within sixty (60) days from the Board meeting at which the vacancy becomes official. During any period when the Board has a vacancy, the quorum shall be a majority of the remaining Directors and the Board may continue to conduct business on behalf of the Association and in accordance with the Governing Documents.

Section 12 Indemnification of Directors and Officers

A. The Association shall indemnify any officers and directors against all expenses incurred by them (including but not limited to legal fees, judgments and penalties) in any legal action brought against any of them and arising from any action or omission alleged to have been committed while acting within their scope of authority as an officer or director of the Association. Whenever any officer or director seeks indemnification from the Association, the Board of Directors shall, at its next regular or at any special meeting held within a reasonable time after the request is made, determine in good faith whether that person acted, failed to act, or acted willfully, with gross negligence or with fraudulent or criminal intent. If the Board of Directors determines in good faith that the person did not act willfully or with gross negligence or with fraudulent or criminal intent, then it shall indemnify that person; provided, however, that the Association has the right to refuse to indemnify any person to whom indemnification would otherwise be provided, if that person unreasonably refuses to permit the Association, at its own expense and through counsel of its own choosing, to defend him/her in the action.

ARTICLE V
Powers and Duties of the Board of Directors

Section 1 Authority of the Board

A. The Board of Directors has all the powers of an Arizona nonprofit corporation, subject only to such limitations upon the exercise of such powers as are expressly set forth in the Governing Documents. The Board has the power to do any and all lawful things which may be authorized, required or permitted to be done by the Association under and by virtue of the Governing Documents and applicable law, and to do and perform any and all acts which may be necessary or proper for or incidental to, the exercise of any of the express powers of the Association.

Section 2 Board Powers

A. Without being limited to the generality of Section A the Board of Directors has the power to:

1. Hold and administer the assets and direct, control, manage and supervise business and affairs of the Association.
2. Enforce all applicable provisions of the Governing Documents.
3. Make and publish architectural, landscape, and land use guidelines, and rules and regulations within the authority set forth in the Articles of Incorporation, these Bylaws, and the Declaration, and to establish penalties (including but not necessarily limited to fines, probation and/or suspension of membership or voting privileges) for the infraction thereof. There shall be copies of the complete architectural and design standards, and rules and regulations available for purchase or inspection by any Member of the Association upon request.
4. Employ or terminate the services of any independent contractor, a managing agent or such other personnel and employees as the Board deems necessary, and to prescribe their duties.

5. Establish and collect the amount of Annual and Special Assessments from each Member.
6. Perfect and foreclose a lien against any property for which Annual or Special Assessments are not paid, or to bring an action at law against the Member personally obligated to pay the same.
7. Pay any taxes and assessments which are, or could become, a lien on the property owned by the Association.
8. Contract for goods and/or services for the Common Areas, facilities, property for which the Association is responsible, and the legal interests of the Association.
9. When permitted by law, represent the Association before any and all governmental or quasi-governmental agencies, offices, groups or bodies in conjunction with any matters bearing upon or affecting the quality of life and property values of the Association's Members, including but not necessarily limited to all planning and zoning, fire protection, street lighting, public utility and similar regulatory agencies.
10. To grant and convey easements, licenses or rights-of-way in accordance with the terms of the Declaration.

Section 3 Duties of the Board

A. Supervise all officers, agents and employees of this Association, and ensure that their duties are properly performed.

B. Procure and maintain adequate liability and hazard insurance on property owned by the Association, and, in its discretion, errors and omissions insurance on behalf of its Officers and Directors.

C. Provide for the operation, care, upkeep and maintenance of all of Association-owned property and to borrow money on behalf of the Association when required for the improvement, operation, upkeep and maintenance of Association-owned property, or for any other purpose.

D. Distribute a summary of the budget for each fiscal year to the membership not less than thirty (30) days prior to the beginning of the fiscal year.

E. Approve the annual operating budget for the Association which shall include, but not necessarily be limited to, the following: Estimated revenue and expenses, and the annual cash reserves available for replacement and major repairs of the Association's facilities.

F. Comply with applicable state laws with respect to periodic audit, review or compilation of the Association's financial records, at the discretion of the Board. If the services of a certified public accountant are retained, he or she shall be appointed by the Board and paid by the Association.

G. Perform any other duties or functions which are required in the Governing Documents or applicable law.

ARTICLE VI

Officers, Terms, Selection, Removal & Vacancies

Section 1 Officers

A. The officers of the Association shall be members of the Board. There shall be a President, a Vice-President, a Treasurer and a Secretary. The position of secretary may be filled by an individual who is not a member of the Association. In such a situation, he/she is neither an officer nor member of the Board of Directors. Other such officers shall be determined by the Board of Directors. At the first Board meeting held after the Annual Meeting each year, the directors shall elect the officers of the Association, who shall serve during the ensuing year and until their successors are chosen. Officers are not prohibited from succeeding themselves in office.

Section 2 Term of Office, Removal and Vacancies

A. Each officer shall hold office until the next annual meeting of the Board of Directors of the Association and until his/her successor shall have been elected, except in the case of death, resignation, removal, or loss of Association membership qualifications.

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

C. If any office becomes vacant by removal, death, resignation, retirement, disqualification, or any other cause, the majority of the directors may elect an officer from the directors to fill that vacancy, and such officer shall hold office until the election of his/her successor.

D. In case of the temporary absence of any officer, the Board of Directors may, without removal, delegate the powers and duties of such officer to any other Board member for the period of such absence.

Section 3 President

A. The President shall be the chief executive officer of the Association and shall preside at all meetings of the members of the Association and of the Board of Directors. Unless the Board of Directors by resolution specifies otherwise, the President shall be an ex-officio member of all committees of the Association, except the Nominating Committee.

Section 4 Vice-President

A. In the absence of or during the disability of the President, the Vice-President shall have all powers of and perform all duties of the President. The Vice-President shall have and perform such other duties as may be assigned to him/her from time to time by the Board of Directors.

Section 5 Treasurer

A. The Treasurer shall have general charge and supervision of the books and records of account of the Association, and subject to the direction of the Board of Directors, shall have charge of and be responsible for all funds and securities of the Association. He/she shall render monthly financial statement to the Board of Directors and an annual financial statement to the membership. He/she shall have the usual powers and duties of a treasurer of a corporation, including the power to give receipts and

releases in its name for cash, securities or other property delivered to it, and shall perform such other duties as may be assigned to him/her from time to time by the Board of Directors. At least two Association members shall be appointed by the President to review the books and records of account of the Association prior to the annual meeting of the Association.

B. The Treasurer shall, if required by the Board, furnish a bond in such form and with one or more sureties satisfactory to the Board of Directors for the faithful performance of duties of his/her office, and for the restoration to the corporation in case of his/her death, resignation, retirement or removal from office of all books, papers, vouchers, moneys and other property and assets of whatever kind in his/her possession or under his/her control belonging to the corporation. The Board, at its discretion, may elect to pay for the Treasurer's bond.

Section 6 Secretary

A. The Secretary is not required to be a member of the Association and shall be responsible for the membership roster of the Association, all minutes of the Association and Board of Directors, correspondence, and file maintenance. He/she shall perform such other duties as may be assigned to him/her from time to time by the Board of Directors. Should the Secretary not be a member of the Association, he/she shall be compensated for his/her services as approved from time to time by the Board of Directors. If the secretary is not a member of the Association, he/she shall be given authority to attest to the By-laws.

Section 7 Compensation

A. No compensation shall be paid to officers or directors for the services as officers and directors, except for the Secretarial position if he/she is not a member of the Association. No remuneration shall be paid to any officer or directors for services performed by him/her for the Association in any other capacity, unless a resolution authorizing such remuneration is unanimously adopted by the Board of Directors before the services are undertaken.

Section 8 Vacancies

A. If any office becomes vacant by removal, death, resignation, retirement, disqualification, or any other cause, the majority of the directors may elect an officer from the directors to fill that vacancy, and such officer shall hold office until the election of his/her successor.

Section 9 Special Appointments

A. 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.

ARTICLE VII **Committees**

Section 1 Creation and Membership

A. Formation and Removal of Committee Members. At its first meeting following the annual election of the Board of Directors, the Board shall form such committees as required by the Declaration or these Bylaws, or as it deems necessary to properly and effectively carry on the affairs of the Association. This includes the formation from time to time, of ad hoc and special committees. 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. Every Committee, standing or ad hoc, established by the Board must have at least one current Director as a member.

Section 2 Standing Committees

A The Project Review Committee

1. The Committee shall be composed of a minimum of three members, two of which, including the Chairperson, shall be members of the Board of Directors. Other members may be appointed by the Board from the Association membership at large.

2. The chairperson shall review and act upon requests for project review on behalf of the Association as referred to in the Declarations in Article II. Section 1. A.
3. The Board of Directors shall replace the Project Review Committee chairperson as the Reviewing Entity for any Request for Variances as referred to in the Declarations.
4. Records of all approvals and disapprovals shall be maintained and submitted to the Secretary annually for permanent recording.

B. Covenants Committee

1. The Committee shall be composed of a minimum of three members, two of which, including the Chairperson, shall be members of the Board of Directors. Other members may be appointed from the Association membership at large.
2. The Committee is charged with the enforcement of the provisions of the Protective Covenants which are not under the jurisdiction of the Project Review Committee.
3. A record will be maintained indicating complainant's name, dates, actions and disposition of all complaints received from a member of the Association. This information will be provided to the Secretary annually for permanent recording.
4. Referring a Covenant violation to an attorney for appropriate legal remedy, as authorized in the Declaration of Protective Covenants, shall be authorized by a vote of the Board. The Association President will be the liaison with the Board's legal representative.

C. Welcome Committee

1. The chairperson must be a Director of the Association. Committee members may be appointed from among the Association membership at large.

2. The Welcome Committee shall be responsible for welcoming new Association members and distributing welcome packets. Also, the Committee will help arrange a periodic welcome get-together, as determined by the Board, to introduce our new members to one another and to the Board.

D. Nominating and Election Committee

1. The Nominating and Election Committee shall consist of up to three (3) Directors who will be approved by a majority of the Board of Directors. The President shall not sit on this committee.

2. The Nominating and Election Committee shall nominate candidates for the Directors' position to be elected and filled by Members annually. The members of this Committee shall oversee all elections.

E. Landscape Committee

1. The committee shall be composed of a minimum of three members, two of whom, including the Chairperson, shall be members of the Board of Directors.

2. The Committee is charged with consulting with the Project Review and Protective Covenants Committees to enforce the Protective Covenants and Guidelines.

3. The Landscape Committee shall inform members of the Association of landscape-related issues and projects by written communication at monthly Board of Directors' meetings and at the annual meeting of the Association.

4. The Landscape Committee will prioritize landscape projects and present them to the Board for approval.

5. A member of the Landscape Committee shall supervise any landscape-related projects funded by the Association. A member of the Board shall review all projects after completion

6. A written record will be maintained including activity, related names, dates, and actions. This information will be provided by the Chairperson to the Secretary prior to the annual Association meeting.

Section 3 Special Committees

A. Ad hoc and special committees may be appointed from time to time.

B. Each such committee shall submit a written report on activities to the Board of Directors, prior to the annual meeting of the Association, or at completion of its assignment, whichever comes first.

ARTICLE VIII **Contracts**

Section 1 Hiring Employees/Contractors

A. The Association shall have the power to hire employees or individual contractors.

ARTICLE IX **Miscellaneous**

Section 1 Fiscal Year

A. The fiscal year of the Association coincides with the calendar year.

Section 2 Waiver of Notice

A. Any notice required to be given by these Bylaws may be waived by the person entitled thereto.

ARTICLE X **Amendments**

Section 1 Amendment by Members

A. These Bylaws may be altered, amended or repealed by a majority vote of the eligible members of the Association.

Section 2 Amendment by Directors

A. These Bylaws may be altered, amended or repealed by a majority vote of the Directors present at any meeting of the Board of Directors, provided the notice of such meeting sets forth the proposed changes.

ARTICLE XI
General Provisions

Section 1 Conflicting Provisions

A. In the case of any conflict between the Covenants and the Bylaws, the Covenants shall control; and in the case of any conflict between the Declarations and the Bylaws, the Declarations shall control.

Section 2 Books and Records

A. The Governing Documents together with the books and records of account and membership, and minutes of Association and Board meetings shall be available for inspection by any Member during reasonable business hours at the principal office of the Association. Copies of the Governing Documents may be purchased by Members at a reasonable cost. The Association may charge a reasonable fee for production and photocopying of books and records requested by a Member.

Approval & Signatures

These Amended and Restated Bylaws, which supersede all previous Bylaws, were duly approved by the Board of Directors for Catalina Foothills Estates No. 7 Association, at a meeting on December 2, 2015.



President

ATTEST:



Secretary