

BYLAWS
OF THE
SABINO VISTA HOMEOWNERS ASSOCIATION, INC.

John Escher, III

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Bill Adams, President SVHAI
3725 N. Pantano Road
Tucson, AZ 85715

SABINO VISTA HOMEOWNERS ASSOCIATION, INC.

BYLAWS

ARTICLE I: MEMBERS

Section 1. Two Classes of Members.

The Corporation shall have two classes of members. The first class of members shall be called the Members and shall consist of owners of real property within the various Sabino Vista subdivisions identified on Exhibit "A" attached hereto and incorporated herein by this reference which elect to become Members of the Corporation and which pay the annual membership fee, except that there shall only be one Member and one annual membership fee per lot. Any Member that is delinquent in paying its annual membership fee shall have no right to vote for members of the Board of Directors of the Corporation or to serve as a Director until such fee is paid. Members shall have the right to elect the members of the Board of Directors of the Corporation. Each Member shall have one vote.

A second class of members shall be owners of property adjacent to or in close proximity with any of the Sabino Vista subdivisions who have a common interest with the Members who elect to join the corporation. This class of members shall be called Associate Members. Associate Members shall have no vote and shall have no voice in the management of the Corporation's affairs.

Section 2. Annual Meeting

The annual meeting of the Members shall be held during October of each year, prior to the annual meeting of the Board of Directors, for the purpose of electing members of the Board of Directors. The annual meeting shall be in the place and at the time specified in the notice of said meeting or in a duly executed waiver of notice therefore.

Section 3. Special Meeting

All meetings of the Members other than the annual meeting shall be special meetings. Special meetings of the Members may be called by or at the request of any ten Members or by a majority of the Board of Directors or by the President of the Corporation, to be held at such place and time as the persons calling such meeting shall specify.

Section 4. Notice

Notice of the annual meeting of the Members shall be given to the members at least ten (10) days, but not more than forty (40) days, prior thereto by a writing delivered personally or mailed to the Members. Notice of special meetings of the Members shall be given to the Members at least ten (10) days, but not more than twenty-five (25) days, prior thereto by a writing delivered personally or mailed to the Members. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail as so addressed if the postage thereon is prepaid. The attendance of a Member at a meeting shall constitute a waiver of notice of such meeting, except where a Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Notice of any meeting may be waived by a Member.

Section 5. Quorum

One-tenth of the Members, by being present in person or by proxy, shall constitute a quorum for the transaction of business at any meeting. If a quorum is not present at the meeting, a majority of the Members present may adjourn and reconvene the meeting from time to time without further notice.

Section 6. Proxies

At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable, and shall automatically be released upon conveyance by the Member of his lot.

Section 7. Manner of Acting

The vote of a majority of the Members present in person or by conference telephone (or other similar device) at which a quorum is present in person or by conference telephone (or other similar device) shall be the act of the Members.

ARTICLE II: MEMBERSHIP FEES

The annual membership fee shall not exceed \$10.00 per year and shall be set by the Board of Directors. The Board shall set Associate Membership fees not to exceed \$10.00 per year.

ARTICLE III: BOARD OF DIRECTORS

Section 1. General Powers

Subject to the limitations of these Bylaws, the Articles of Incorporation and the laws of the State of Arizona, the affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of its Board of Directors. The Directors need to be residents of one of the Sabino Vista subdivisions or need to have their lots completely surrounded by one or more of the Sabino Vista subdivisions. No Director, officer or agent of the Corporation shall authorize or allow any corporate funds to be expended for any purposes other than as set forth in the Articles of Incorporation or for purposes reasonably incidental thereto.

Section 2. Number

The affairs of the Corporation shall be managed by a board of not less than three (3) nor more than fifteen (15) Directors that must be Members of the Corporation. The exact number of directors shall be set from time to time by the Board.

Section 3. Election

At the Annual Meeting of the Members, the Members shall elect the new Board of Directors. The outgoing Board of Directors may, but is not obligated to, submit a slate of nominees for the purpose of electing the new Board of Directors. If the Board of Directors submits a slate of nominees, any Members may nominate for election to the Board of Directors a person who is not listed on such slate of nominees and is qualified to act as a director and is present at such meeting. Each Director so elected shall serve for a term of one year. An individual may be elected to successive terms on the Board of Directors.

Section 4. Resignation

Any Director may resign at any time by giving written notice thereof to the President or the Secretary of the Corporation. Such resignation shall take effect at the time specified therein. The acceptance of the resignation shall not be necessary to make it effective.

Section 5. Removal

A Director may be removed, with or without cause, by a majority vote of the Members.

Section 6. Vacancies

Any vacancy occurring in the Board of Directors shall be filled by the Directors, unless all Directors have resigned or died, in which case, such vacancies shall be filled by the vote of the Members. A Director elected to fill a vacancy occurring in the Board of Directors shall be elected for the unexpired term of his predecessor in office, unless that Director himself sooner resigns or is removed.

Section 7. Annual and Monthly Meetings

The Annual Meeting of the Board of Directors shall be held each year within ten (10) days after the Annual Meeting of the Members for the purpose of electing officers and for the transaction of such other business as may come before the meeting. The Annual Meeting shall be in the place and at the time specified in the notice of said meeting. In addition, the Board of Directors shall meet at least once during each calendar quarter. The Annual Meeting, as described in Article 1 Section 2, shall be the Directors meeting held in the fourth quarter. The other required meetings shall be in the place and at the time specified in the notice of the meetings.

Section 8. Special Meetings

Unless otherwise provided by resolution of the Board of Directors, all meetings of the Board of Directors other than annual or monthly meetings shall be special meetings. Special meetings of the Board of Directors may be called by or at the request of a majority of the Board of Directors or by the President and shall be held at such place and time as a person or persons calling such meeting shall specify.

Section 9. Notice

Notice of the annual meeting of the Board of Directors shall be given to the members at least ten (10) days, but not more than forty (40) days, prior thereto by a writing delivered personally or mailed to each Director. Notice of monthly and special meetings of the Board of Directors shall be given at least five (5) days, but not more than twenty-five (25) days, prior thereto by a writing delivered personally or mailed to each Director. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail as so addressed if the postage thereon is prepaid. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Unless otherwise required by law or specified by the Articles of Incorporation or the Bylaws, neither the business to be transacted nor the purpose of any meeting of the Board of Directors need be specified in the notice or the waiver of notice of such meeting. Notice of any meeting may be waived by any or all of the Directors.

Section 10: Quorum

A majority of the number of directors then serving shall constitute a quorum for the transaction of business of any meeting of the Board. The Directors may continue to transact business during a meeting at which a quorum is initially present notwithstanding the withdrawal of Directors, if any action is approved by at least a majority of the required quorum for that meeting.

Section 11. Manner of Acting

The act of a majority of the Directors present at a meeting duly held 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, by the Articles of Incorporation or by these Bylaws.

Section 12. Compensation

A Director shall not receive any compensation for his services as a member of the Board, but by resolution of the Board of Directors expenses of attendance, if any, may be allowed for attendance at each annual, monthly or special meeting of the Board, however, nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity as an officer, agent, employee or otherwise and from receiving compensation therefore.

Section 13. Informal Action

Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the actions so taken, shall be signed by all of the Directors. Such action by written consent shall have the same force and effect as a unanimous vote of the Board. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Section 16. Participation in Meetings by Means of Conference Telephone

Members of the Board of Directors, or any committee of the Board, may participate in a meeting of the Board or of such committee by means of a conference telephone or similar communication device whereby all persons participating in the meeting can hear each other, and participation by such means shall constitute presence in person in such meeting.

Section 15. Adjournment

A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time or place.

Section 16. Presumption of Assent

A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken, unless his dissent shall be entered in the minutes of the meeting, or unless he shall file his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof, or shall forward such dissent by certified mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

ARTICLE IV: OFFICERS

Section 1. Titles

The officers of the Corporation shall be a President, a Secretary and a Treasurer, and such other officers and assistant officers as the Board may deem necessary. Any two or more offices may be held by the same person except the offices of President and Secretary.

Section 2. Election of Officers

The officers of the Corporation shall be elected annually by the Board of Directors at the regular Annual Meeting of the Board of Directors. If the election of any officer is not held at such meeting, such election shall be held as soon as conveniently possible thereafter. The Board of Directors shall take into account and carefully consider the recommendations, if any, of the Members whenever the Board elects officers of the Corporation. New offices may be created and filled, and vacancies may be filled, at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and qualified, unless such officer is otherwise removed. Each officer shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment. Compensation, if any, for each officer shall be determined by the Board of Directors.

Section 3. Removal

Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors, with or without cause, whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officers so removed.

Section 4. Resignation

Any officer may resign at any time by giving written notice to the President or Secretary. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in such notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract of which the officer is a party.

Section 5. President

The President shall be the chief executive officer of the Corporation and as such shall exercise general supervision of all operations and personnel of the Corporation, subject to the Control of the Board of Directors.

Section 6. Vice-President

The Vice-President, if any is elected by the Board of Directors, shall perform such duties as may from time to time be assigned to him or them by the President or the Board of Directors.

Section 7. Secretary

The Secretary shall keep a record of the minutes of all meetings of the Directors, shall give notice of meetings as provided by these Bylaws, shall have custody of all books, records and papers of the Corporation, except those in the custody of the Treasurer or some other person authorized to have charge thereof by the Board of Directors, and shall perform such other duties as may be assigned by the Board of Directors. The Secretary shall also have the power to attest and affix the Corporate Seal to any contract, deed or other instrument executed in the name of the Corporation. An assistant secretary shall also have power to attest and affix the corporate seal to any contract, deed or other instrument executed in the name of the Corporation.

Section 8. Treasurer

The Treasurer shall receive and disburse all corporate funds and shall keep an accurate and detailed record of all receipts and disbursements, which records shall at all times be subject to inspection by any member of the Board of Directors. The Treasurer shall deposit all Corporation funds coming into his hands in such bank or banks as may be designated by the Board of Directors. All checks, drafts, notes, or orders drawn against the accounts or funds of the Corporation shall be signed by the President or Treasurer or such other officer, agent, or employee authorized by resolution of the Board of Directors.

Section 9. Additional Officers

Officers and assistant officers, in addition to those hereinabove described, who are elected or appointed by the Board of Directors, shall perform such duties as shall be assigned to them by the President or the Board of Directors.

Section 10. Compensation and Expenses

Officers shall serve without salary unless they are also employees of the Corporation. Expenses incurred in connection with the performance of their official duties may be reimbursed to officers upon approval by the Board of Directors.

Section 11. Vacancies

A vacancy in any office due to death, resignation, removal, disqualification or other cause may be filled by the Board of Directors for the unexpired portion of the term of such office.

Section 12. Employees

The Board of Directors may establish such positions of employment as it deems desirable from time to time and shall fix the compensation for such positions. Subject to the control and direction of the Board of Directors, the President shall hire and discharge employees necessary for the proper conduct of the business of the Corporation.

ARTICLE V: COMMITTEES

Section 1. Committees

The Board of Directors, by resolution adopted by a majority of the Directors, may designate and appoint one or more committees, each of which shall consist of one 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 Corporation, except no such committee may exercise the authority of the Board of Directors in reference to the following matters: (i) filling vacancies on, or increasing or decreasing the members of, the Board of Directors or any committee of the Board of Directors; (ii) adoption, amendment or repeal of these Bylaws; and (iii) fixing compensation of Directors, officers or employees.

Section 2. Removal

Any member of a committee established under this section may be removed by the Board of Directors whenever in their judgment the best interest of the Corporation shall be served by such removal.

Section 3. Term

Each member of a committee established under this section shall continue as such until the next regular Annual Meeting of the Board of Directors and until his successor is appointed, unless the committee shall be terminated or unless any such member is removed from such committee, or unless such member shall cease to qualify as a member thereof.

ARTICLE VI: CORPORATE SEAL

The Board of Directors may, but is not required to, provide for a suitable Corporate seal.

ARTICLE VII: CONTRACTS, CHECKS, DEPOSITS AND FUNDS**Section 1. Contracts.**

The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, 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 Corporation, and such authority may be general or confined to specific instances.

Section 2. Checks.

All Checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instrument shall be signed by the President or the Treasurer (or an assistant of either one).

Section 3. Deposits.

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

Section 5. Loans to Directors and Officers.

No loan shall be made by or to this Corporation and no evidences of indebtedness shall be issued in its name, unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. No loans shall be made by the Corporation to any of its Directors or officers.

ARTICLE VIII: FISCAL YEAR

The fiscal year of the Corporation shall begin January 1 and end December 31 of each year.

ARTICLE IX: INDEMNIFICATION

Every officer or Director of the Corporation shall be indemnified by the Corporation against all expenses, liabilities and penalties, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be made a party or in which he may become involved by reason of any acts or omissions alleged to have been committed by him while acting within the scope of his employment as a Director or officer of the Corporation, including any settlement thereof, provided that the Board of Directors determines that such person acted in good faith and did not act, fail to act or refuse to act willfully with gross negligence, or with fraudulent or criminal intent in regard to the matter involved in the action or proceeding.

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

ARTICLE IX: CHANGE OF BYLAWS

These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted, by a majority of the Directors present at any regular meeting or at any special meeting of the Board except that the vote needed to amend Article IX shall be a unanimous vote.

ARTICLE IX: NONDISCRIMINATION

All references herein to the masculine shall include the feminine, and all references herein to the feminine shall include the masculine.

Adopted: May 8th, 1990

Signed: May 8th, 1990

William B. Adams
President

ATTEST: Carroll Yakaitis
Secretary

DOCUMENT CONTROL

Version #	Date	Modified By	Description of Modifications
1.0	05/08/1990	William B. Adams	Original Bylaws
2.0	03/07/2010	Dean Stith	Converted to Word 2007 format, changed annual meeting to October
3.0	9/13/2010	Dean Stith	Formatted for publishing on the web.