

ST&CE AMENDED AND RESTATED BYLAWS

**AMENDED AND RESTATED
BYLAWS OF
SABINO TOWN & COUNTRY ESTATES
ASSOCIATION**

an Arizona non-profit corporation

(effective July 26, 2012)

ST&CE AMENDED AND RESTATED BYLAWS

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**AMENDED AND RESTATED BYLAWS OF
SABINO TOWN & COUNTRY ESTATES ASSOCIATION
an Arizona non-profit corporation**

**ARTICLE I
GENERAL PROVISIONS**

1.1

Scope. These Bylaws shall govern the operation of the Sabino Town & Country Estates Association (the “Association”), an Arizona nonprofit corporation. The use of Sabino Town & Country Estates for the benefit of the Members is governed by the most current recorded Amended Declaration of Covenants, Conditions and Restrictions for Sabino Town & Country Estates at the office of the Pima County Recorder (the “Declaration”). All references to the Declaration shall include any amendments.

1.2

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

1.3

Definitions. Capitalized terms used in these Bylaws without definition shall have the meanings specified for such terms in the Declaration. As used in these Bylaws, the term “Eligible Votes” means the total number of votes entitled to be cast by Members as of the record date for determining the Members entitled to vote at a meeting, or with respect to any other lawful action including, but not limited to, action by written ballot or written consent. The terms “mail,” “mailed,” “deliver,” or “delivered” includes written communication via mail, hand delivery, fax or electronic mail, unless otherwise specifically provided.

1.4

Conflicting Provisions. In the case of any conflict between the Articles of Incorporation and the Bylaws, the Articles of Incorporation shall control; in the case of any conflict between the Declaration and the Bylaws, the Declaration shall control; and in the case of any conflict between the Declaration and the Articles of Incorporation, the Declaration shall control.

1.5

Designation of Fiscal Year. The fiscal year of the Association shall be the calendar year.

1.6

Books and Records. All financial and other records of the Association shall be made reasonably available for examination by any Member upon written request. Copies of the Association’s Community Documents (Articles of Incorporation, Bylaws, Declaration and Rules) can be purchased by Members at a reasonable cost.

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1.7

Captions and Titles. All captions, titles or headings of the Articles and Sections in these Bylaws are for the purpose of reference and convenience only and are not to be deemed to limit, modify or otherwise affect any of the provisions or to be used in determining the intent or context of these Bylaws.

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ARTICLE II MEMBERSHIP

2.1

Membership. A Member is a person who is entitled to membership as set forth in the Declaration. When more than one person holds an ownership interest in any Lot, each person is a Member. Membership in the Association is subject to the following restrictions and qualifications:

2.1.1

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

2.1.2

Suspension of Voting Rights. Any Member who is in default of payment of any assessment due to the Association for a period of 30 days after the due date of the assessment shall not have the right to vote at any meeting of the members or in any Association matter until such default is cured, including the payment of interest, late charges, and costs and attorneys' fees, if applicable.

2.1.3

Member in Good Standing. Any Member who is default in payment of any assessment due to the Association for a period of 30 days after the due date of the assessment is not in "good standing." The privileges of Members in good standing shall be to vote in Association matters and to serve on the Board of Directors or as an officer of the Association.

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ARTICLE III MEETINGS OF MEMBERS

3.1

Annual Meetings. The Annual Meeting of the Members shall be held on the last Wednesday of March each year, with the time and place to be determined by the Board of Directors.

3.2

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

3.3

Notice of Meetings. Written notice of each meeting of the Members shall be given by or at the direction of the Secretary or person authorized to call the meeting, by mailing or delivering a copy of the notice to each Member, at least 15 but not more than 50 days before such meeting. The notice of the meeting must be addressed to the Member at the address which is reflected in the Association's books and records, or which is supplied by the Member to the Association for the purpose of such notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting. When a meeting is adjourned to another time or place, it is not necessary to send another notice to the Members of the adjourned meeting if the time and place of the meeting are announced at the meeting at which the adjournment is taken. At the adjourned meeting, the Association may transact any business which might have been transacted at the original meeting. However, if the adjournment is for more than 30 days, a notice of the adjourned meeting shall be given to each Member. By attending a meeting, a Member waives any right the Member may have to object to the meeting on the basis that the meeting was not noticed in accordance with the Bylaws or statutes of the State of Arizona.

3.4

Quorum. Except as otherwise provided in the Articles of Incorporation, the Declaration or these Bylaws, the presence in person or by absentee ballot of Members entitled to cast at least 20% of the Eligible Votes in the Association shall constitute a quorum at any meeting of the Members. If any meeting of the Members cannot be held because a quorum is not present, the Owners present may adjourn the meeting, without notice other than an announcement at the meeting, for a period not to exceed 30 days.

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ARTICLE IV VOTING

4.1

Voting Rights. When more than one person holds an interest in any Lot, the vote for that Lot shall be exercised as agreed upon by the Owners, but in no event shall more than one vote be cast for any one Lot. If the owners of a Lot cannot agree on how to cast any vote, they will lose their right to vote on the matter in question. If any Owner 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, unless an objection by any other Co-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, none of the votes shall be counted and all of the votes shall be deemed void.

4.1.1

At any Annual or Special Meeting of the Association the Members holding Eligible Votes shall be entitled to vote on each matter brought before the Membership. A majority of the 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.

4.1.2

Voting for the members of the Board of Directors may take place by written ballot without a meeting, or by voting at the Annual Meeting (which shall include absentee ballots), in accordance with these Bylaws, and the results shall be made known upon the tabulation and certification of the election by the committee appointed by the Board to count the ballots.

4.2

Voting Procedure.

4.2.1

Absentee Ballots. When action is taken at an annual or special meeting of the members, the Board shall provide for votes to be cast by absentee ballot and the following procedure shall apply:

4.2.1.1

The absentee ballot shall set forth each proposed action to be taken at the meeting.

4.2.1.2

The absentee ballot shall provide an opportunity to vote “for” or “against” each proposed action.

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4.2.1.3

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.

4.2.1.4

The absentee ballot must specify the date by which the ballot must be delivered to the Board in order to be counted. Ballots received after this date shall not be counted.

4.2.1.5

Absentee ballots must be sent or delivered to Members at least 10 days but not more than 50 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.

4.2.1.6

Absentee ballots shall be valid for the purpose of establishing a quorum for the vote or election.

4.2.2.

Action by Written Ballot. Any action that the Association may take at any annual, regular or special meeting of the Members may be taken without a meeting if the Association delivers a written ballot to every Member entitled to vote on the matter. Approval by written ballot is valid only if the number of votes cast by the ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals or affirmative votes equal or exceed the number of votes which would be required to approve the matter at a meeting. In an action by written ballot, the following procedure shall apply:

4.2.2.1

The written ballots:

- (A) Shall be mailed or delivered to the members at least 10 days but not more than 50 days prior to the date the voting will be closed,
- (B) Must provide an opportunity to vote “for” or “against” each proposed action, and/or allow for the provision of a write-in candidate, and
- (C) Must specify the date by which the ballot must be delivered to the Association in order to be counted. Ballots received after this date shall not be counted.

4.2.2.2

The determination of eligibility and tabulation of votes shall proceed under procedures established by the Board.

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4.2.2.3

Any solicitation by the Association for written ballots must specify the number of responses needed to meet the quorum requirement and the percentage or number of affirmative Members' votes necessary to approve each matter.

4.2.3

Voting Procedures.

4.2.3.1

Voting shall proceed under procedures established by the Board.

4.2.3.2

Once a written ballot or absentee ballot has been received by the Association, the ballot may not be revoked or changed.

4.2.3.3

Written or absentee ballots shall remain sealed until the voting is closed, at which time they shall be opened and the votes tabulated. In the event of a tie vote, there shall be another vote solely for the purpose of breaking the tie. Upon completion of the tabulation of ballots, the results shall be certified by the Board of Directors or by any committee or individuals appointed by the Board to tabulate the votes, and announced to the Membership.

4.3

Proxies. Proxy votes may not be cast at any Association meeting.

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ARTICLE V BOARD OF DIRECTORS

5.1

Number and Composition. The affairs of the Association shall be managed by a Board of Directors consisting of not fewer than five nor more than nine persons, all of whom must be Members in good standing, as defined in Article II, Section 2.1.3. 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 Community Documents and applicable law.

5.2

Election of the Board of Directors.

5.2.1

Election. Directors shall be elected at the Annual Meeting by a vote of the membership in good standing. The candidates receiving the highest number of votes up to the number of Directors needed shall be deemed elected. Cumulative voting is not permitted. Any unfilled positions resulting after an election due to too few candidates will be filled per Article V, Section 5.11. The new Board shall convene as soon as is possible, but no later than one month, after the Annual Meeting to elect officers.

5.2.2

Nominations. Prior to or at the Annual Meeting, a member in good standing may notify the Board of Directors of their desire to be nominated to serve on the Board. Nominations from the floor for the Board of Directors will also be accepted at the Annual Meeting.

5.3

Term of Office. Directors shall be elected for two-year terms, in the manner provided herein, and each Director shall hold office until the Annual Meeting at which the term expires, or until the successor shall have been elected and qualified. At its discretion, after an election, the Board of Directors may designate one-year terms for some of the newly-elected Directors to establish staggered terms.

5.4

Place of Meetings. The Board may hold its meetings at any place in Pima County, Arizona, designated by the Board of Directors.

5.5

Regular Meetings. Regular meetings of the Board may be held at such time and place as shall be determined, from time to time, by a majority of the Directors, but at least two such meetings shall be held during each fiscal year of the Association. Written notice of regular meetings of the Board of Directors shall be given to each Director by U.S. mail, electronic mail (e-mail),

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facsimile or any other form of recorded communication; by telephone; or delivered personally not later than ten business days prior to the scheduled time of 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 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. Any such action will be reviewed at the next regular Board meeting and entered into the minutes of said meeting. The failure of any Member to receive actual notice of a Board meeting does not affect the validity of any action taken at that meeting. A Director may attend a meeting telephonically, as long as the Director can hear all of the proceedings and be heard by all of those present in the room.

5.6

Special Meeting Notice. Special meetings of the Board shall be held whenever called for in writing. The notice of any special meeting of the Board of Directors shall state the time, place and purpose of the meeting. Except as otherwise provided in Article V, Section 5.7, notice of any special meeting shall be sent to each Director either by U.S. mail, electronic mail (e-mail), facsimile or any other form of recorded communication; by telephone; or delivered personally not later than three business days prior to the scheduled time of the meeting. Notice of special meetings of the Board also shall be given to the Association Members in accordance with applicable law. (*As of the date of these Bylaws, A.R.S. §33-1804 requires 48 hours advance notice to Members of meetings of Board by newsletter, conspicuous posting or any other reasonable means as determined by the Board.*) A written waiver of notice, whether given before or after the meeting to which it relates, shall be the equivalent of giving notice to the Directors who sign the waiver. Attendance of a Director at a special meeting of the Board shall constitute a waiver of notice of such meeting, except when the Director attends the meeting for the express purpose of objecting to the transaction of any business or because the meeting is not lawfully called or convened.

5.7

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

5.8

Action by Directors Without a Meeting. The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written consent of all the directors. Any such written consent 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 at a meeting.

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5.9

Resignations. Any Director may resign at any time by giving notice of their resignation to the Board of Directors. Any resignation becomes effective at the time specified in the notice; 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.

5.10

Removal of Directors.

5.10.1

Removal by the Board. The Board may declare the office of a member of the Board of Directors to be vacant in the event that:

- (A) Such Director is absent from three consecutive regular meetings of the Board of Directors, unless the Director provides a reason which is acceptable to the Board; or
- (B) The Director is no longer a Member in good standing, as defined in Article II, Section 2.1.3.

5.10.2

Removal by the Members. 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 by the Members, the following apply:

5.10.2.1

Upon receipt of a petition that calls for removal of a Director, and that is signed by the Members entitled to cast at least 25% of the votes in the Association, the Board shall call and provide written notice of a special meeting of the Association as prescribed by these Bylaws.

5.10.2.2

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

5.10.3

For purposes of a special meeting called pursuant to Article V, Section 5.10.2.1, a quorum is present if the number of Members to whom at least 20% of the votes in the Association is allocated is present at the meeting in person or by absentee ballot.

5.10.4

If a civil action is filed regarding the removal of a Director, the prevailing party in the

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civil action shall be awarded reasonable attorney fees and costs.

5.10.5

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

5.10.6

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

5.11

Vacancies on the Board.

5.11.1

At any duly convened special meeting of the Membership at which all the Directors are removed, successors should then and there be elected by the Members to fill the vacancy thus created.

5.11.2

Any vacancy on the Board of Directors, other than through removal of all of the Directors 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.

5.11.3

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

5.11.4

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

5.11.5

If a Director fails to assume the position because of death, disability or declination prior to the beginning of the term to which the Director was elected, then the person who received the next highest number of votes shall succeed to that position. If there were no unelected candidates, the other Directors shall fill the vacancy in accordance with Article V, Section 5.11.2.

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5.12

Authority of the Board. The Board of Directors has all the powers of an Arizona non-profit corporation, subject only to such limitations upon the exercise of such powers as are expressly set forth in the Community 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 Community 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. The Board may adopt and publish rules and regulations governing the use of the Common Areas and facilities, and the personal conduct of members and their guests, lessees, invitees and family members thereon and establish penalties for the infraction thereof.

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ARTICLE VI

OFFICERS

6.1

Selection. The officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, each of whom shall be a Director. 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 that calendar year and until their successors have been elected and qualified. Officers are not prohibited from succeeding themselves in office.

6.2

President

6.2.1

The President shall be the chief executive officer of the Association and shall have general direction of the affairs of the corporation; subject, however, to the control of the Board of Directors. The President shall preside at all meetings of the Board and Association; if the President is not able to preside over a meeting, or is recused due to a conflict of interest, another Board member shall conduct the meeting.

6.2.2

The President shall see that the orders and resolutions of the Board are carried out. The President shall sign all leases, contracts and other written instruments and agreements, upon authorization by the Board. When signing such documents, the President shall indicate the capacity in which the President is signing (e.g. “for the Board” or “for the Association”). The President shall serve as spokesperson for the Board or Association when needed.

6.3

Vice President

6.3.1

The Vice President shall act in the place and stead of the President in the event of the President’s absence, inability or recusal, and shall exercise and discharge such other duties as may be required by the Board.

6.4

Secretary

6.4.1

The Secretary (or designee) shall keep the minutes of all meetings and proceedings of the Board and of the Members; provide notice of meetings of the Board and of the Members; keep appropriate current records showing the Members of the Association together with

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their mailing address, Lot number and address, email and phone number; collate agendas for all meetings and proceedings; and shall publish minutes of all meetings and proceedings.

6.4.2

The Secretary (or designee) is the custodian of all contracts, deeds, documents, all other indicia of title to properties owned by the Association and of its corporate records (except current accounting records). Corporate records include, but are not limited to: CC&R violation files; correspondence between Association members and the Board; historical financial records and documents; and correspondence between any outside agencies engaged by the Association.

6.4.3

The Secretary (or designee) shall maintain the files for each Lot in the Association.

6.4.4

On request, the Secretary (or designee) shall make the records of the Association, which are not in the custody of the Treasurer, available for inspection at a reasonable time to any Director or Member. All records of the Association shall be kept and maintained at the Secretary's (or designee's) home.

6.4.5

On submission of receipts for office supplies, the Secretary shall be reimbursed directly by the Treasurer for the purchase of such supplies for Association use. Expenditures of more than \$200.00 for the purchase of office supplies shall require Board approval in advance.

6.5

Treasurer

6.5.1

The Treasurer has custody of the funds and securities of the Association and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association. The current year's financial records may be kept at the home office of the Treasurer, but historical financial records and documents shall be kept and archived by the Secretary of the Association (or his/her designee, as approved by the Board of Directors). The Treasurer shall deposit all monies and other valuable effects in the name and to the credit of the Association in such bank(s) that are FDIC insured and designated by the Board of Directors. The Board of Directors may appoint an Assistant Treasurer who shall, in the absence or incapacity of the Treasurer, have the powers, duties and the responsibilities of the Treasurer.

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6.5.2

Disbursements. The Treasurer shall disburse the funds of the Association as may be ordered by the Board or President, requiring proper documents (such as an invoice, receipt or bill of sale), prior to these disbursements. In accordance with the Association's CC&Rs, the Treasurer shall pay the fees associated with insurance to protect the interests and property of the Association and those of its elected directors and officers. The Treasurer shall pay the property taxes associated with the Common Areas. The Treasurer shall pay the Association P.O. Box rental fee. The Treasurer shall sign all checks and promissory notes of the Association.

6.5.3

Reporting. The Treasurer shall provide the President and Directors, a periodic accounting of all the transactions made by the Treasurer and of the financial condition of the Association. The Board of Directors shall determine the dates for the aforesaid Treasurer's reports. The Treasurer will assure compliance with applicable state law with respect to periodic audit, review or compilation of the Association's financial records, at the discretion of the Board. *(As of the date of these Bylaws, A.R.S. §33-1810 requires the Board to provide for an annual financial audit, review or compilation of the Association's financial records.)* If the services of a certified public accountant are retained, the certified public accountant shall be appointed by the Board and paid by the Association. The Treasurer shall comply with filing of all tax forms associated with the existence and incorporation of the Association.

6.5.4

Annual Budget. The Treasurer (or designee) shall prepare the annual operating and capital budget for the Association, which shall include, but not be limited to the following: Estimated revenue; estimated expenses; and the available cash reserves. The annual budget shall be provided to the Board and Members at or before the Annual Meeting.

6.5.5

Annual Assessment. In accordance with the provisions in the current recorded Amended Declaration of Covenants, Conditions and Restrictions for Sabino Town & Country Estates, the Treasurer will notify the Members not less than 30 days nor more than 60 days prior to the start of a fiscal year of the amount of the Annual Assessment and the due date for their payment of that assessment. Beginning in calendar year 2012, the annual assessment is \$52.00.

6.5.6

Transfer of Property Ownership Documents. The Treasurer shall serve as the Association Principal Point of Contact for transfer of property ownership documents as required by Arizona Statute. Beginning in calendar year 2012, the Association's transfer of property ownership document preparation fee is \$146.00.

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6.6

Compensation. No compensation shall be paid to officers or Directors for their services as officers and Directors. No remuneration shall be paid to any officer or Director for services performed by an officer or Director 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.

6.7

Removal. 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 the officer is removed from the Board by the Members or Directors, as set forth herein.

6.8

Vacancies. 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 a successor.

6.9

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

6.10

Multiple Offices. Any of the offices may be consolidated and held by one person, except the offices of President and Treasurer.

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**ARTICLE VII
COMMITTEES**

7.1

Committees. At the Annual Meeting, the Board may appoint an Architectural Review Committee, as provided in the Declaration, and such other committees as the Directors deem necessary. Any committee member may be appointed to or removed from a committee, with or without cause, by a majority vote of the Board, provided a quorum is present.

7.2

Architectural Review Committee Board Representative. If an Architectural Review Committee is appointed by the Board of Directors, one member of that Committee shall also be a member of the Board of Directors. This Board member shall serve as the Architectural Review Committee Board Representative. The Representative shall communicate all business conducted on behalf of the Association by the Architectural Review Committee, as provided in the Declaration, to the Board of Directors in a timely and expeditious manner. The Architectural Review Committee Board Representative shall be recused from voting in any Homeowner Recourse Hearing, as provided in the Declaration.

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ARTICLE VIII PROCEDURE FOR AMENDMENT

8.1

Amendment. These Bylaws may be amended, with the exception of Article 1.4 of these Bylaws, which may not be amended, at a regular or special meeting of the Board of Directors, by a vote of a majority of the Directors who are present, provided the quorum requirement is met.

8.2

Prior Bylaws Superseded. These Bylaws shall amend, restate, supersede and replace all prior Bylaws of the Association, and all prior amendments thereto, which shall be of no further force or effect upon the adoption of these Bylaws, except prior acts and actions taken in accordance with prior Bylaws are hereby validated and saved following adoption of these Bylaws.

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These Amended and Restated Bylaws were duly adopted by at the Board of Directors of the Association, and are effective as of the 26th day of July, 2012.

SABINO TOWN & COUNTRY ESTATES ASSOCIATION,
an Arizona non-profit corporation

BY: _____
President

ATTEST: _____
Secretary