



**BYLAWS  
OF  
CANOA SECA ESTATES INC.**

**Canoa Seca Estates, Inc.  
Bylaws**

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**ARTICLE I**  
**NAME**

The name of the corporation is Canoa Seca Estates, Inc., hereinafter referred to as the "ASSOCIATION". The principal mailing address of the corporation is 1624 West Calle del Ducado, Green Valley, Arizona 85622-5048.

**ARTICLE II**  
**PURPOSE**

The purposes of the Association shall be:

- a) To promote the health, safety and welfare of its members and,
- b) To provide for maintenance, preservation and architectural control of all areas within the subdivision; Lots 1-170 and Common Areas "A" and "B" on the engineering map as shown on the approved site plan and any annexations thereto.

**ARTICLE III**  
**MEMBERSHIP AND DUES**

Section 1. **Member.** A person who owns a lot under recorded instruments, including deeds and contracts for sale, shall be a Member of the Association. (Declaration of Establishment of Conditions, Covenants, and Restrictions for Canoa Seca Estates; Article 1 Section 6)

Section 2. **Voting Rights.** All members shall exercise one (1) ballot for each lot owned by that member, provided that all dues and/or assessments are paid in full.

Section 3. **Dues.** Annual dues will be due the first day of January of each year, the amount to be determined by the Board of Directors.

**ARTICLE IV**  
**EXECUTIVE BOARD**

Section 1. **Board of Directors.** The affairs of this Association shall be managed by a Board of at least five (5) Directors, who shall be members of the Association.

Section 2. **Term of Office.** The term of office of each Director shall be three (3) years. At each annual meeting, members shall elect two (2) Directors, except every third year when only one (1) Director shall be elected.

Section 3. **Election.** Election to the Board of Directors shall be by written ballot. A member may submit an absentee ballot. At such election the members may cast, in respect to each vacancy, as many ballots as they are entitled to exercise under the provisions of the Declaration (one ballot for each lot owned). The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

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Section 4. **Removal.** Any Director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation or removal of a Director, his or her successor shall be selected by the remaining members of the Board and shall serve the remainder of the term of the Director he/she replaces.

Section 5. **Compensation.** No Director shall receive compensation for any service rendered to the Association. Any Director may be reimbursed for actual expenses incurred in the performance of official duties.

Section 6. **Conflict of Interest.** If any contract, decision or other action for compensation taken by or on behalf of the Board of Directors would benefit any member of the Board of Directors or any person who is a parent, grandparent, spouse, child or sibling of a member of the Board of Directors or a parent or spouse of any of those persons, that member of the Board of Directors shall declare a conflict of interest for that issue. The member shall declare the conflict in an open meeting of the Board before the Board discusses or takes action on that issue and that member may then vote on that issue. Any contract entered into in violation of this section is void and unenforceable.

**ARTICLE V**  
**OFFICERS AND THEIR DUTIES**

Section 1. **Enumeration.** The officers of this association shall be president, vice president, secretary, treasurer, and other such officers as the Board may, from time to time, create.

Section 2. **Term.** The term of each office shall be one (1) year, unless the officer should sooner resign, be removed or otherwise be disqualified to serve. An officer may serve longer than one (1) year in the same office at the discretion of the Board.

Section 3. **Selection.** The designation of specific positions of officers (president, vice president, secretary, treasurer) shall take place at the first meeting of the Board of Directors following each annual meeting of members. The new officers will begin their terms at the first Board meeting following the annual meeting.

Section 4. **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, having such authority, and perform such duties as the Board may determine.

Section 5. **Resignation.** Any officer may resign at any time, giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice, or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. **Vacancies.** A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer replaced.

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Section 7. **Multiple Offices.** The offices of Secretary and of Treasurer may be held by the same person. No person shall simultaneously hold more than one (1) of any of the other offices except in the case of special offices pursuant to Section 4 of the Article.

Section 8. **Duties.** The duties of the officers are

- (A) The **President** shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds, and other written instruments and promissory notes.
- (B) The **Vice President** shall act in the place and stead of the President in the event of his or her absence, inability or refusal to act and shall exercise and discharge such other duties as may be required by the Board.
- (C) The **Secretary** shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses; and shall perform such other duties as required by the Board, including mailing required documents to potential association members and communicating with realtors/title companies.
- (D) The **Treasurer** shall:
  - 1) **Receive** and **deposit** in appropriate bank accounts all monies of the Association.
  - 2) **Disburse** such funds as directed by resolution of the Board of Directors provided, however, that a resolution of the Board shall not be necessary for disbursements made in the ordinary course of business conducted with the limits of a budget adopted by the Board.
  - 3) **Sign** all checks and promissory notes of the Association.
  - 4) **Keep** proper books of account.
  - 5) **Cause** an annual financial statement including a balance sheet and income statement with comparison to budget to be prepared from the financial records, which may be performed by a committee of the members of the Association;
  - 6) **Prepare** an annual budget to be presented to the Board and to the membership at its regular annual meeting with a copy delivered to each of the members.

**ARTICLE VI**  
**MEETINGS AND QUORUMS OF MEMBERS**

Section 1. **Annual Meeting.** The annual meeting of the members shall be held after the first day of January and before the last day of March.

Section 2. **Members in Good Standing.** A member in good standing shall have all dues and assessments paid in full.

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Section 3. **Notice of Annual Meetings.** Written notice of each meeting of the members shall be given by the Secretary, or at the direction of the person authorized to call the meeting by hand delivery or mailing a copy of such notice stating the time and place of the meeting, at least ten (10) but not more than fifty (50) days in advance to each member entitled to vote, addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of 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.

Section 4. **Special Meetings.** Special meetings of the members may be called at any time by the President, or by the Board of Directors, or upon written request, to the President, of one-fifth (1/5) of the members who are entitled to vote. Notice of meeting shall follow the procedures for notice of annual meeting and shall state the purpose of the special meeting.

Section 5. **Quorum.** The presence at the meeting in person or by absentee ballot of one-fifth (1/5) of the members (34 members) who are entitled to vote shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declarations, or these Bylaws. If however, such quorum shall not be present or represented at any meeting, the members entitled to vote shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present.

Section 6. **Absentee Ballots.** At all meetings of the members, each member may vote in person or by absentee ballot. Absentee ballots shall be in writing and filed with the Secretary before or during the annual or special meeting. Proxy voting is not allowed.

Section 7. **Voting.** Voting rights shall be determined as provided in Article VI of the Declaration (CC&Rs). A vote shall be deemed made in person by a member who has submitted a timely ballot, in writing, bearing the lot number owned by such member and his or her signature even though the member is not physically present at the meeting.

Section 8. **Meetings.** All meetings shall be conducted in accordance with *Roberts' Rules of Order*.

**ARTICLE VII**  
**MEETINGS OF DIRECTORS**

Section 1. **Regular Meetings.** Regular meetings of the Board of Directors shall be held at least quarterly at such place and hour as may be fixed from time to time by resolution of the Board. Notice to members of the meeting of the Board of Directors shall be given at least forty-eight hours in advance of the meeting by newsletter, conspicuous posting or any other reasonable means as determined by the Board of Directors.

The agenda shall be available for all members attending the meeting.

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A quorum of the Board of Directors may meet by means of a telephone conference if a speakerphone is available in the meeting room that allows Board members and association members to hear all parties who are speaking during the meeting.

Section 2. **Special Meetings.** Special meetings of the Board shall be held when called by the President of the Association or by a majority of the Directors, after not less than three (3) days' notice to each Director. Three (3) Directors shall constitute a majority. Notice may be waived at any time by the person entitled to such notice. Notice to members of the meeting of the Board of Directors shall be given at least forty-eight hours in advance of the meeting by newsletter, conspicuous posting or any other reasonable means as determined by the Board of Directors.

Section 3. **Emergency Meetings.** An emergency meeting of the Board of Directors may be called to discuss business or take action that cannot be delayed until the next regularly scheduled Board meeting. The minutes of the emergency meeting shall state the reason necessitating the emergency meeting. The minutes of the emergency meeting shall be read and approved at the next regularly scheduled meeting of the Board of Directors.

Section 4. **Quorum.** A majority of the Directors, three (3) shall constitute a quorum, for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as an act of the Board.

Section 5. **Conduct of Meetings.** All meetings shall be conducted in accordance with the latest edition of *Roberts' Rules of Order*.

**ARTICLE VIII**  
**POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

Section 1. **Powers.** The Board of Directors shall have the power to:

- a) **Adopt** and publish rules and regulations governing the uses of the common areas and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;
- b) **Suspend** the voting rights of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association, or for the infraction of any published rule, regulation, or provision of the Declaration, and/or impose reasonable monetary penalties (after notice and an opportunity to be heard and in accordance with the laws of Arizona), on any member for his or her violations of the Declaration, Bylaws or published rule of the Association;
- c) **Exercise** for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these bylaws, the Articles of incorporation or the Declaration;

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- d) **Declare** the office of a member of the Board of Directors to be vacant in the event such member shall be absent without due cause from three (3) consecutive regular meetings of the Board of Directors.
- e) **Employ** a manager, an independent contractor, or other employees as they deem necessary, and prescribe their duties. An attorney or other representative may be hired to bring an action on behalf of the Association against any person or organization in any court or administrative hearing, or before any governmental body.
- f) **Call** special meetings of the Association whenever it deems it necessary or when requested, in writing, by one fifth (1/5) of the members.
- g) **Appoint** and remove, at its discretion, agents and employees of the Association and to prescribe their duties, compensation if any, and to require such bonds as may be deemed appropriate.
- h) **Establish** and collect a Resale Document Fee and a Capital Improvement Fee upon transfer of ownership of Lot/membership in the Association in accordance with Arizona law. The amount of such fees shall be set by the action of the Board of Directors.

Section 2. **Duties.** It shall be the duty of the Board of Directors to:

- a) **Supervise** all officers, agents, and employees of this Association and assure that their duties are properly performed.
- b) As more fully provided in the Declaration, to:
  - 1) **Fix** the amount of the annual assessment against each lot.
  - 2) **Send** notice of each assessment to every owner.
  - 3) **Foreclose** the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the owner personally obligated to pay the same in accordance with the laws of Arizona.
- c) **Issue** or cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates.
- d) **Procure** and maintain adequate liability and hazard insurance on property owned by the Association.
- e) **Cause** the officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate.
- f) **Cause** to be kept a complete record of all its acts and affairs, and to present a statement thereof to the members at the annual meeting.
- g) **Cause** the common area to be maintained.
- h) **Maintain** all commonly used equipment.

**ARTICLE IX**  
**COMMITTEES**

Section 1. **Committees** of the Association will be:

- a) The Architectural Review Committee

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- b) The Landscape Maintenance Committee
- c) The Streets/Utilities Committee
- d) The Financial Statement Committee
- e) The Budget Committee
- f) The Nominating Committee
- g) The Communications Committee

Section 2. **Composition of Committees.** Unless otherwise provided herein, each committee shall consist of a Chairperson and two (2) or more members one of whom shall be a member of the Board. The committees shall be appointed by the Board of Directors following each annual meeting to serve until their successors are appointed. The Board may appoint other committees as it deems desirable.

Section 3. The **Architectural Review Committee** shall have the powers and duties as set forth in Article XI of the Declaration. More specifically, the committee has the right to review and approve or reject all items within a member's property which may alter the overall look of the Association or may infringe upon the view of a member, as described in Article XI of the current Declaration.

Section 4. The **Landscape Committee** shall supervise all matters concerning the upkeep of the common areas outside the property lines of the members (excluding streets and sidewalks.) The committee shall, within a prescribed annual budget, cause the common grounds to be maintained, repaired and improved for the benefit of all Association members. The committee shall advise the Board on all matters pertaining to the maintenance, repair or improvement of the common property of the Association, and shall perform other functions as the Board at its discretion determines.

Section 5. The **Streets/Utilities Committee** shall cause the streets, street signs, utilities belonging to the Association, and the entrance monument to be maintained. The committee shall develop the budget required to provide a fund for resurfacing the streets periodically and repair and replacement as necessary.

Section 6. The **Budget Committee** shall advise and assist the Treasurer in the performance of his or her duties for the Association including preparing the budget.

Section 7. The **Financial Statement Committee** shall cause an annual financial statement to be prepared. The financial statement shall be completed within one hundred eighty (180) days after the end of the fiscal year.

Section 8. The **Nominating Committee** shall make as many nominations for election to the Board of Directors as it shall, in its discretion, determine but not less than the number of vacancies that are to be filled. Such nominations shall be made from the members of the Association. Nominations may also be made from the floor at the annual meeting. The committee shall prepare a written ballot containing (a) the Directorships to be filled, (b) the

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names of the nominees and (c) a space for write-in votes. The secretary shall mail the ballot and a biographical sketch of each nominee to each member at least ten (10) days but not more than fifty (50) days prior to the annual Member meeting.

Section 9. The **Communications Committee** shall promote communication between the Board and the members and perform other functions as the Board in its discretion determines.

Section 10. **Committee Duties.** In addition to the duties set forth in the declaration, each committee shall receive questions and complaints from members involving Association functions, duties, and activities within its area of responsibility. The committee shall dispose of each complaint, as it deems appropriate or refer same to the Board of Directors for resolution. A report shall be submitted to the Board regularly identifying complaints received and the actions taken.

**ARTICLE X**  
**INDEMNIFICATION**

Every officer or Director of the Association may be indemnified by the Association against all expenses, liabilities and penalties, including counsel fees, reasonably incurred by or imposed upon him or her in connection with any proceeding to which he or she may be made a party, or in which he or she may become involved by reason of any acts or omissions alleged to have been committed by him or her while acting within the scope of his or her status as a Director or officer of the Association, 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 Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director or officer of the Association, or who was serving at the request of the Association as a Director or officer, against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Association would have had the power to indemnify him or her against such liability under this Article. The right of indemnification hereinabove provided shall not be exclusive of any rights to which any Director or officer of the Association may otherwise be entitled by law.

**ARTICLE XI**  
**RECORDS AND FISCAL YEAR**

Section 1. **The books, records and papers** of the Association shall at all times, during reasonable business hours, be subject to inspection by any Member. The Declarations, the Articles of Incorporation, and the Bylaws of the Association shall be available for inspection by any member by contacting the Secretary or designated person who keeps the files of the Association where copies may be purchased at a reasonable price as established by the Board of Directors.

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Section 2. **The fiscal year** of the Association shall begin on the first day of January and end on the last day of December.

**ARTICLE XII  
ASSESSMENTS AND PENALTIES**

As more fully provided in the Declaration, each member is obligated to pay to the Association assessment or reasonable money penalties. The assessment of any penalties will be controlled by the Laws and Statutes of the State of Arizona.

**ARTICLE XIII  
CORPORATE SEAL**

The Association shall have a seal containing the name of the Association.

**ARTICLE XIV  
AMENDMENTS**

These Bylaws may be amended at a regular or special meeting of the Members of the Board by a majority vote of the Members of the Board present and voting. Notice to members of the text of the proposed changes shall be given at least ten (10) days in advance of the meeting by newsletter, conspicuous posting or any other reasonable means as determined by the Board of Directors

**ARTICLE XV  
CONFLICTS**

In case of conflict between these BYLAWS and either/or the ARTICLES OF INCORPORATION OR THE DECLARATION, the ARTICLES and/or the DECLARATION shall govern.

Section 2. In case of conflict between these BYLAWS and Federal, State or County Laws or Statutes, the Federal, State or County Laws and Statutes shall govern.

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IN WITNESS WHEREOF, WE, THE DIRECTORS OF CANOA SECA ESTATES, INC.,  
HAVE SET OUR HANDS THIS

*11<sup>th</sup> Day of January 2026*

*Ed Storey, acting President*  
Gigi Weixler, President

X	<u><i>Ed Storey</i></u>	X	<u><i>Karen Ward</i></u>
Ed Storey Vice President	<i>vice president</i>	Karen Ward Secretary	<i>secretary</i>