

CANOA ESTATES, INC.

BY-LAWS OF CANOA ESTATES, INC.

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ARTICLE I – Name and Location

The name of the corporation is CANOA ESTATES, INC., hereinafter referred to as the “Association”. The corporation shall be located at Green Valley, Pima County, Arizona. Meetings of members and directors may be held at such places within the State of Arizona, County of Pima, as may be designated by the Board of Directors.

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ARTICLE II – Definitions

Section 1 - Association shall mean and refer to CANOA ESTATES, INC., its successors and assigns.

Section 2 – Properties shall mean and refer to that certain real property described in the Declaration and such additions or deletions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3 – Common Areas shall mean all real property owned by the Association as provided in the Declaration.

Section 4 – Lot shall mean and refer to any plot of land shown upon a recorded subdivision map of the Properties.

Section 5 – Owner shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Properties, including contract

sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 6 – Declaration shall mean and refer to the Declaration of Establishment of Conditions, Covenants, and Restrictions applicable to the Properties recorded in the office of the Recorder of Pima County, Arizona.

Section 7 – Member shall mean and refer to those persons entitled to membership as provided in the Declaration.

Section 8 – Each member shall be entitled to the use and enjoyment of the common properties as regulated by the Declaration and these By-Laws.

Section 9 – Any member may delegate their rights of enjoyment in the common properties to the members of their immediate family who reside upon the properties or to any of their tenants who reside thereon, and subject to any limitations as may be set forth in the Declaration and these By-Laws. The rights and privileges of such person are subject to suspension to the same extent as those of the member.

Section 10 – The Directors may adopt and publish rules and regulations governing the use of the common properties and facilities, and the personal conduct of any person thereon.

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ARTICLE III – Meeting of Members

Section 1 – Annual Meeting

The annual meeting of the members shall be held on the 2nd Tuesday in February. If the day for the annual meeting of the members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

Section 2 – Notice of Meeting

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 electronic notification via website or email, or by mailing a copy of such notice, at least ten (10) days before such meeting, to each member entitled to vote thereat, 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 3 – Special Meeting

Special meetings of the members may be called at any time by the President or by the Board of Directors, or upon written request of twenty-five (25%) of the members who are entitled to vote.

Section 4 – Quorum

The presence at the meeting in person or by absentee ballot of one-tenth (1/10th) of the members who are entitled to vote shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have 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 or be represented.

Section 5 – Ballot

At all meetings of members, each member may vote in person or by absentee ballot.

Section 6 – Voting Rights

Voting rights shall be determined as provided in Article IV of the Declaration.

Section 7 – Resolutions

A resolution in writing, signed by all of the members of the Board of Directors, shall be deemed to be action by such Board of Directors to the effect therein expressed with the same force and effect as if the same had been duly-passed by the same vote at a duly-convened meeting, and it shall be the duty of the Secretary of the Association to record such resolution in the Minute Book of the Association under its proper date.

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ARTICLE IV – Board of Directors

Section 1 – Term of Office

The affairs of this Association shall be managed by a Board of Directors consisting of five members, each serving a three-year term. The first election by the general membership under this change shall add two additional Directors: one serving a two-year term and one serving a three-year term.

Section 2 – Removal From Office

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 successor shall be selected by the remaining members of the Board, and shall serve for the unexpired term of his predecessor.

Section 3 – Compensation

No Director shall receive compensation for any service they may render to the Association. However, any Director may be reimbursed for their actual expenses incurred in the performance of their duties.

Section 4 – Right to Take Action

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 approval of all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

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ARTICLE V – Nomination and Election of Directors

Section 1 – Nomination of Directors

Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor of the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members, to serve from the close of the annual meeting until the close of the next annual meeting, and such appointment shall be announced at each annual meeting. 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 among the member of the association.

Section 2 – Election of Directors

Election to the Board of Directors shall be by secret written ballot. At each election the members may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

Section 3 – Written Ballot

All elections to the Board of Directors shall be made on a written ballot which shall be prepared in advance and contain:

- (a) A description of the directorship to be filled;
- (b) The names of those nominated by the Nominating Committee for such offices; and;
- (c) A space for a write-in candidate for each office.

Section 4 – Nominating Committee

The report of the Nominating Committee shall be included with the notice of the annual meeting to each member at the last address reported to the Secretary by each member at least ten (10) days in advance of the annual meeting.

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ARTICLE VI – Meetings of Directors

Section 1 – Regular Meetings

Regular meetings of the Board of Directors shall be held at least four (4) times a year, at such place and hour as may be fixed from time to time by resolution of the Board. Should a meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2 – Special Meetings

Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two Directors, after not less than three (3) days' notice to each Director. Notice may be waived at any time by the person entitled to such notice.

Section 3 – Quorum for Transactions

A majority of the number of Directors 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 the act of the Board.

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ARTICLE VII – Powers and Duties of the Directors

Section 1 – Powers

The Board of directors shall have power to:

- (a) Adopt and publish rules and regulations governing the use of the Common Areas, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;
- (b) 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 By-Laws, the articles of Incorporation, or the Declaration;
- (c) Declare the office of a member of the board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the board of Directors;
- (d) Employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties. An attorney or other representative may not 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, unless at a meeting of the Homeowners' Association said action is approved by more than fifty percent (50%) of those present.
- (e) To call special meetings of the Association whenever it deems necessary or upon written request of twenty five percent (25%) of the voting membership;
- (f) To establish, assess and collect dues and assessments; and
- (g) To appoint and remove at pleasure all officers, agents, and employees of the Association, prescribe their duties, fix their compensation, and require of them such securities or fidelity bond as it may deem expedient.

Section 2 – Duties

The Board of Directors shall have the duty:

- (a) Cause to be kept a complete record of all of its acts and corporate affairs, and to present a statement thereof to the members at the annual meeting of the members;
- (b) Supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;
- (c) As more fully provided in the Declaration to:
 - 1) Fix the amount of the assessment against each Lot
 - 2) Send written notice of the assessment to every owner subject thereto.
 - 3) Foreclose the lien against any property for which assessments are not paid or bring an action at law against the Owner personally obligated to pay the same.
- (d) Procure and maintain adequate liability and hazard insurance on property owned by the Association;

- (e) Cause of officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;
- (f) Cause the Common Areas to be maintained; and
- (g) Maintain all commonly used equipment

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ARTICLE VII – Officers and their Duties

Section 1 – Officers

The officers of this Association shall be a President, a Vice-President, a Secretary, a Treasurer, and a Member-at-Large, and any other such officers as the Board may from time to time by resolution create. These officers shall be elected by the members of the Board of Directors.

Section 2 – When Officers are Elected

The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members by a majority vote of the Board of Directors.

Section 3 – Annual Elections

The officers of this Association shall be elected annually by the Board, and each shall hold office for one (1) year, unless they shall sooner resign, or shall be removed or otherwise disqualified to serve.

Section 4 – Offices Elected by Board

The Board may elect such other offices as the affairs of the Association may require; each of who shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5 – Removal of Officers

Any officer may be removed from office with or without cause by the Board. 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 – Vacancy of Officers

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 term of the officer they replace.

Section 7 – Positions Held by Same Person

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

Section 8 – Officer Positions

(a) **PRESIDENT**

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.

(b) **VICE PRESIDENT**

The Vice President shall act in the place and stead of the president in the event of their absence, inability or refusal to act and shall exercise and discharge such other duties as may be required of them by the Board.

(c) **SECRETARY**

The Secretary shall record the votes and keep the Minutes of all meetings and proceedings of the Board and 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.

(d) **TREASURER**

The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association, and shall disburse such funds as directed by resolution of the Board of Directors; provided, however, that a resolution of the Board of Directors shall not be necessary for disbursements made in the ordinary course of business conducted within the limits of the budget adopted by the Board; shall sign all checks and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and statement of income and expenditures to be presented to the membership at its regular meeting, and , deliver a copy of each to the members.

(e) **MEMBER AT LARGE**

The Member at Large shall coordinate the Nominating Committee, the Block Captain Committee, and the Social Committee and shall be responsible for updating the Web Master on the volunteer lists for each of these Committees. This includes coordinating the decorating team for the Monument for the Holidays.

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ARTICLE IX – Committees

Section 1 – Standing Committees

The Standing Committees of the Association shall be:

- (a) The Nominating Committee
- (b) The Maintenance Committee
- (c) The Audit Committee
- (d) The Architectural Committee

Unless otherwise provided herein, each committee shall consist of a Chairman and two or more members and shall include a member of the Board of Directors. The committees shall be appointed by the Board of Directors within thirty (30) days following each annual meeting to serve until their successors are appointed. The Board of Directors may appoint such other committees as it deems desirable.

Section 2 – Nominating Committee

The Nominating Committee shall have the duties and functions as described in Article V of these By-Laws.

Section 3 – Maintenance Committee

The Maintenance Committee shall advise the Board of Directors 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, in its discretion, determines.

Section 4 – Audit Committee

The Audit Committee shall make an annual audit of the Association's books. The Committee shall be comprised of a minimum of two members or it may be a Certified Public Accountant (CPA). It is exempted from having a director as one of its members. Documentation of this annual audit will be presented to the Board of Directors for acceptance and that documentation will be made available to all members at the annual meeting and posted on the member website by the Secretary.

Section 5 – Architectural Committee

The Architectural Committee shall approve or disapprove plans and specifications for any structures to be erected on any lot and any action relative thereto. On any lot no building, fence, wall, landscaping or other structure shall be commenced, erected or maintained, nor shall any exterior addition to or change be made until the plans and specifications showing the nature, kind, shape, height, materials, color and location of the same shall have been submitted to and approved in writing by an Architectural Committee composed of three or more members appointed

by the board. In the event said Board, or its designated Committee, fails to approve or disapprove such design and location within (30) days after said plans and specifications have been submitted to it, this Article will be deemed to have been fully complied with and the plans shall be deemed approved.

Section 6 – Committee Duties

It shall be the duty of each committee to receive complaints from members on any matter involving the Association functions, duties, and activities within its field of responsibility. It shall dispose of such complaints as it deems appropriate or refer them to such other committee, director or officer of the Association as is further concerned with the matter presented. A report shall be submitted monthly to the Board on all complaints and action taken thereon.

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ARTICLE X – Indemnification

Section 1 – Indemnification of Officers

Every officer or Director of the Association shall be indemnified by the Association against all expenses, liabilities, and penalties, including counsel fees, reasonably incurred by or imposed upon them in connection with any proceeding to which they may be made a part or in which they may become involved by reason of any acts or omissions alleged to have been committed by them while acting within the scope of their duties 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 was serving at the request of the Association as a Director or officer against any liability asserted against them and incurred by them in any such capacity or arising out of their status as such, whether or not the Association would have had the power to indemnify them 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.

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ARTICLE XI

Deleted entirely, consistent with the provisions of the Arizona Planned Communities Act 33-1812.

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ARTICLE XII – Books and Records

The books, records, and papers of the Association shall at all times be available on the website and be subject to inspection by any member. The Declaration, the Articles of Incorporation, and the By-Laws of the Association shall be available for inspection by any member on the website of the Association, where copies may be downloaded and printed by the member.

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ARTICLE XIII – Assessments

As more fully provided in the Declaration, each member is obligated to pay the Association dues. Any annual assessments which are not paid within thirty (30) days of the due date shall be delinquent and shall constitute a lien on the Lot of the Owner who fails to pay them and shall bear interest from the date of delinquency as provided in the Declaration. The Association may bring an action at law against the Owner personally obligated to pay the assessment or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees of any such action or foreclosure shall be added to the amount of such assessment. NO Owner may waive or otherwise escape liability for the assessments provide for herein by non-use of the Common Areas or Common Local Areas.

Special Assessments may be required for infrastructure repairs or other unforeseen expenses. These assessments will be voted by the Membership. Special assessments will require a simple majority vote of fifty-one (51%) percent of members voting in person or by absentee ballot as long as a quorum is established. Notification of a special assessment will be given six (6) months in advance of the necessary repairs unless there is a safety hazard that would require repair within a shorter duration.

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ARTICLE XIV – Corporate Seal

The Association shall have a seal as it is shown at the right of this Article.

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ARTICLE XV – Amendments

Section 1 – How to Amend

These By-Laws may be amended at a regular or special meeting of the Association by majority of the members present in person or by absentee ballot, provided that all amendments are consistent with the recorded Declaration and Articles of Incorporation

Section 2 – Conflict with Declaration

In the event of any conflict between the Declaration and these By-Laws, the declaration shall control. In the event of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control.

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ARTICLE XVI – Miscellaneous

The fiscal year of the Association shall begin on the first (1st) day of January and end on the thirty first (31st) day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

IN WITNESS WHEREOF, WE, being all of the Directors of Canoa Estates, Inc., have hereunto set our hand this 10th day of February, 2026.

Denise Pape, Marlinda LaValley, Jerry Nelson, Steve Toeniskoetter

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