

**BYLAWS
OF
QUAIL CREEK COUNTRY CLUB PROPERTY OWNERS ASSOCIATION**

ARTICLE I

Identity

Section 1. **Name.** These Bylaws shall govern the operation of Quail Creek Country Club Property Owners Association, an Arizona nonprofit corporation (the "Corporation").

Section 2. **Terms.** Capitalized terms used in these Bylaws without definition shall have the meanings specified for such terms in the Amended And Restated Declaration Of Covenants, Conditions And Restrictions, recorded in the Official Records of Pima County, Arizona, on October 12, 1999, at Docket 11150, page 1088, *et. seq.*, as such Declaration may be amended or supplemented from time to time (the "Declaration").

Section 3. **Principal Office.** The principal office of the Corporation shall be located initially in Sun Lakes, Arizona.

Section 4. **Seal.** The Board of Directors may obtain a seal for the Corporation which shall bear the name of the Corporation, the word "Arizona," the word "non-profit", the year of incorporation and such other matters as the Board of Directors may elect.

**ARTICLE II
Meetings of the Members**

Section 1. **Members.** Membership in the Corporation shall be as set forth in the Declaration and the Articles.

Section 2. **Meetings.** Meetings of Members shall be held within Quail Creek Country Club or at such other convenient place as may be designated by the Board of Directors. Annual meetings of the Members shall be held during the month of March of each year at a date and time selected by the Board of Directors. Special meetings of the Members may be called by the President of the Corporation, or by a majority of the members of the Board of Directors, or in accordance with applicable law by Members having at least ten percent (10%) of the votes entitled to be cast at such meeting. The notice of any special meeting shall state the time and place of such meeting and the purpose thereof. No business shall be transacted at a special meeting, except as stated in the notice, unless by consent of the Members present, either in person or by proxy, holding two-thirds of the votes represented at the meeting.

Section 2. **Voting.** The voting rights of the Members shall be as provided in the Declaration and the Articles.

Section 4. **Notice.** Notice of all meetings of the Members stating the time, the place and the objects for which the meeting is called shall be given by a director or officer of the

Corporation unless notice is waived in accordance with applicable law. Notice of meetings may be waived before during or after the meeting.

Section 5. Quorum. A quorum of Members for any meeting shall be constituted by Members represented in person or by proxy and holding ten (10) percent of the votes entitled to be cast at the meeting. Unless the vote of a greater number is required by these Bylaws, the Declaration, the Articles or Arizona law, the affirmative vote of a majority of the votes represented at a meeting and entitled to vote shall be binding as the act of the Members.

Section 6. Adjourned Meetings. If any meeting of Members cannot be organized because a quorum has not attended, the Members who are present, either in person or by proxy, may adjourn the meeting to a time not more than 48 hours from the time the original meeting was called.

ARTICLE III Board of Directors

Section I. Number and Qualification. The business, property and affairs of the Corporation shall be managed, controlled and conducted by a Board of Directors. The Board of Directors shall consist of five people, three of whom shall be appointed by Declarant and two of whom shall be elected by Members other than Declarant (and until such election, the Board shall consist of the three Directors appointed by Declarant). The number of Directors may be increased from time to time by the Board of Directors, but only within the limits prescribed by the Articles. In the event of any increase in the number of directors in advance of the annual meeting, each additional director shall be elected by the then Board of Directors and hold office until his or her successor is elected and shall qualify.

Section 2. Powers and Duties. The Board of Directors shall have the powers and duties necessary for the administration of the affairs of the Corporation, and may do all such acts and things as are necessary by law or otherwise directed to be exercised and done by the Members. The powers of the Board of Directors shall include, but not be limited to, all of the rights and duties of the Board of Directors as set forth elsewhere in these Bylaws, the Articles, the Declaration and any Tract Declaration and shall also include the power to promulgate such rules and regulations pertaining to the rights and duties of Members of the Corporation, and all other matters, as may be deemed proper and which are consistent with the foregoing. The Board of Directors may delegate to one or more committees thereof, and to other persons, such duties and powers, all as appears to the Board of Directors to be in the best interests of the Corporation and to the extent permitted by law.

Section 3. Election and Term of Office. Except for Directors appointed by Declarant, all directors shall serve staggered two-year terms. When electing or appointing directors, the Board shall have the right to provide for shorter terms if reasonably required to provide for staggered two-year terms.

Section 4. Vacancies. Subject to the right of the Declarant to appoint and remove a majority of the directors until the Transition Date set forth in the Declaration, vacancies on the board of Directors caused by any reason shall be filled by vote of the majority of the remaining directors

even though less than a quorum: or b^y the remaining director if there is only one, and each person so elected shall be a director until his or her successor is duly elected by the members of the Corporation, and shall qualify.

Section 5. Compensation. No compensation shall be paid to directors for their services as directors. No remuneration shall be paid to a director for services performed by the director for the Corporation in any other capacity, unless a resolution authorizing such remuneration shall have been adopted by the Board of Directors and such remuneration does not conflict with applicable law, the Declaration or the Articles.

Section 6. Regular Meetings. Regular meetings of the Board of Directors 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. Notice of regular meetings of the Board of Directors shall be given to each director, personally or by mail, telephone, telegraph, or electrically transmitted means, at least three days prior to the day named for the meeting.

Section 7. Special Meetings. Special meetings of the Board of Directors may be called by the President or Secretary on three days notice to each director, given personally, by mail, telephone, telegraph, or electronically transmitted means which shall state the time, place and purpose of the meeting. Upon the request of a majority of the directors, special meetings of the Board of Directors shall be called by the President or Secretary in like manner and on like notice.

Section 8. Waiver of Notice. Before, at or after any meeting of the Board of Directors, any director may waive notice of such meeting, and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a director at any meeting of the Board shall be deemed to be a waiver of notice by the director of the time and place thereof. If all the directors are present at any meetings of the Board, no notice shall be required, and any business may be transacted at such meeting.

Section 9. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business, but if at any meeting of the Board there is less than a quorum present, a majority of those present may adjourn the meeting from time to time. Every act or decision done or made by a majority of the directors at a duly held meeting at which a quorum is present shall be regarded as the act of the Board unless the Article S, these Bylaws, the Declaration or any Tract Declaration otherwise specifically requires the affirmative vote of a different number of directors on a specific matter.

Section 10. Adjournments. The Board of Directors may adjourn any meeting from day to day or for such other time as may be prudent or necessary in the interests of the Corporation, provided that no meeting may be adjourned for a period longer than 30 days.

Section 11. Action Taken 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 approval of all of the directors. Any actions approved shall have the same effect as though taken at a meeting of the Directors.

Section 12. Fidelity Bonds. The Board of Directors may require, in its discretion, and shall require to the extent required by the Declaration or any Tract Declaration, that all officers and employees of the Corporation handling or responsible for the Corporation's funds shall furnish fidelity bonds. In the event such bonds are required upon determination of the Board of Directors, the premiums therefore shall be paid by the Corporation.

Section 13. Committees. The Board of Directors may by resolution appoint committees of the Board, which committees shall have the powers and authority designated in the resolution or resolutions establishing them.

ARTICLE IV Officers

Section 1. Designation. The principal officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary, and a Treasurer, all of whom shall be appointed by the Board of Directors. The directors may appoint an Assistant Secretary and an Assistant Treasurer, and such other officers *as* in their judgment may be necessary. Only a director may hold the office of President. Any one person may hold two or more offices at the same time, except that no one person shall simultaneously hold the office of President and Secretary.

Section 2. Removal of Officers. Upon an affirmative vote of a majority of the members of the Board of Directors, any officer may be removed, either with or without cause, and his or her successor appointed.

Section 3. Resignation of Officers. Any officers may resign at any time by 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 in the notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4. Vacancies. A vacancy in any office may be filled by vote of a majority of the Board of Directors. The officer elected to such vacancy shall serve for the remainder of the term of the officer (s)he replaces, or for such other term as the Board of Directors may specify.

Section 5. President. The President shall be the chief executive officer of the Corporation. The President shall preside at all meetings of the Members of the Corporation and of the Board of Directors. The President shall have all of the general powers and duties which are normally vested in the office of the President of a Corporation.

Section 6. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors and the minutes of all meetings of the Members of the Corporation, shall have custody of the seal of the Corporation, shall have charge of the membership books and such other books

and papers as the Board of Directors may direct, and shall, in general, perform all duties incident to the office of Secretary.

Section 7. Treasurer. The Treasurer shall have the responsibility for the Corporation's funds and securities and shall be responsible for keeping full and accurate accounts of all receipts and disbursements in books belonging to the corporation. (S)He shall be responsible for the deposit of all moneys and other valuable effects in the name, and to the credit, of the Corporation in such depositories as may from time to time be designated by the Board of Directors.

Section 8. Compensation. No compensation shall be paid to officers for their services as officers. No remuneration shall be paid to any officers for services performed by him for the Corporation in any other capacity, unless a resolution authorizing such remuneration shall have been adopted by the Board of Directors and such remuneration does not conflict with applicable law, the Declaration or the Articles.

ARTICLE V Miscellaneous

Section 1. Books and Accounts. The Board, at all times, shall keep, or cause to be kept by the Treasurer, true and correct records of account in accordance with generally accepted accounting principles.

Section 2. Execution of Corporate Documents. All notes, checks and contracts or other obligations of the Corporation shall be executed on behalf of the Corporation by such officer or officers of the Corporation as the Board shall designate.

Section 3. Fiscal Year. The fiscal year of the Corporation shall be the calendar year, or such period as the Board of Directors may deem appropriate.

Section 4. Conflict in Documents. In the case of any conflict between Corporation's Articles of Incorporation, as properly amended from time to time, and these Bylaws, the Articles of Incorporation shall control. In the case of any conflict between the Declaration, as such Declaration may be amended from time to time, and these Bylaws, the Declaration shall control.

ARTICLE VI Amendment of the Bylaws

These Bylaws may be amended by the affirmative vote of a majority of the Board of Directors. These Bylaws may not be amended insofar as such amendment would be inconsistent with the Declaration, any Tract Declaration or the Articles.

**FIRST AMENDMENT TO BYLAWS OF
QUAIL CREEK COUNTRY CLUB PROPERTY OWNERS ASSOCIATION**

This FIRST AMENDMENT TO BYLAWS OF QUAIL CREEK COUNTRY CLUB PROPERTY OWNERS ASSOCIATION (the "First Amendment") is made as of the 24th day of September, 2002, by the Quail Creek Property Owners Association, an Arizona non-profit corporation (the "Association").

RECITALS

A. The Board of Directors of the Association (the "Board") desires to amend those certain Bylaws of the Association dated October 13, 1999 (the "Bylaws") as more particularly described below.

B. Pursuant to Article VI of the Bylaws, the Bylaws may be amended by the affirmative vote of a majority of the Board. The Board has unanimously approved this First Amendment.

AMENDMENT

NOW, THEREFORE, the Bylaws are hereby amended as follows:

1. Article III, Section 9 of the Bylaws is hereby renamed "Quorum; Proxies", and the following provision is hereby added to the end of Article III, Section 9: "Until the Transition Date, any director may grant his or her proxy to any other director. A director holding a proxy or proxies may employ any number of proxies to cast the vote or votes of an absent director or directors as if such absent director or directors were present in person. Any number of proxies may be used to establish the existence of a quorum."

2. The provisions of the Bylaws, as amended by this First Amendment shall remain in full force and effect.

**CERTIFICATE OF
ADOPTION**

The undersigned certifies that the above First Amendment has been duly adopted by the Board of Directors of the Quail Creek Country Club Property Owners Association pursuant to a written consent of even date with this First Amendment.


Steven Millstein, Secretary

**SECOND AMENDMENT TO BYLAWS OF
QUAIL CREEK COUNTRY CLUB PROPERTY OWNERS ASSOCIATION**

This SECOND AMENDMENT TO THE BYLAWS OF QUAIL CREEK COUNTRY CLUB PROPERTY OWNERS ASSOCIATION (the "Second Amendment") is made as of April 18, 2016, by the Quail Creek Country Club Property Owners Association, an Arizona non-profit corporation (the "Association").

RECITALS

- A. The Board of Directors of the Association desires to amend the Bylaws of the Association dated October 13, 1999 (the "Bylaws") as more particularly described below.
- B. Pursuant to Article VI of the Bylaws, the Bylaws may be amended by the affirmative vote of a majority of the Board of Directors. The Board of Directors has approved this Second Amendment.

AMENDMENT

NOW THEREFORE, the Bylaws are hereby amended as follows:

The following provision is hereby added to Article III as Section 14;

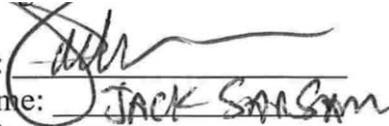
"Any directors to be elected by the Members of the Association shall be elected pursuant to Election Procedures, which are adopted and may be amended from time to time by the Board of Directors. Without limiting the foregoing, the Board of Directors shall have the right to appoint members to an annual election committee, to assist the Board of Directors in the administration of the nomination and election of any directors to be elected by the Members of the Association."

The undersigned Secretary of the Corporation does hereby certify that this Second Amendment was adopted by the Board of Directors at a Board meeting of even date herewith.

By: _____

Name: _____

Title: Secretary

A handwritten signature in black ink, appearing to read "Jack Samsam", is written over a horizontal line. The signature is cursive and somewhat stylized.