

**3 CANYONS RANCH MASTER HOMEOWNERS' ASSOCIATION
NOTICE OF MEETING OF THE MEMBERS
WHERE: PALOMINAS FIRE TRAINING CENTER,
9222 S. KINGS RANCH ROAD, HEREFORD, AZ 85615
DATE: 9:30 AM SATURDAY, JULY 18, 2026**

Dear Members:

This is your notice for Annual 3 Canyons Membership Meeting.

At this year's meeting the membership will be voting on two items. Item 1 is to approve the update to the 3 Canyons By-Laws, Item 2 is the election of Directors representing the even-numbered sections. Both items are on a single ballot.

The combined Bylaws ballot and Director Election instructions are enclosed.

The current By-Laws have never been updated since 3 Canyons MHOA was formed. The update of specific portions to the current document is intended to clear up confusing language, conform the terms of the By-Laws to existing practices, and make them consistent with contemporary law. This update helps the Association's operations and facilitates more efficient conduct of business. **Please review the updates and participate in this vote as the By-Laws require eighty percent (80%) of the membership votes at the meeting for approval.**

The specific sections of the Bylaws being updated are attached. **The proposed changes to those sections are in red font.**

INSTRUCTIONS IF YOU ARE VOTING BY ABSENTEE BALLOT

If you vote by absentee ballot before the meeting, your ballot must be received by the Association no later than **July 1, 2026**. You may mail or email your absentee ballot to the address below, but please keep in mind that an absentee ballot received at the address below after July 1, 2026 will NOT be counted. Please consider time for mailing if you plan to return your absentee ballot via U.S. mail. If you email the ballot please state on the subject line "3 Canyons 2026 Ballot".

3 Canyons Ranch Master Homeowners' Association
c/o Dina Ringlsetter
Agave Management Solutions, Inc.
P.O. Box 30071
Tucson, Arizona 85751

Email to: d.ringlsetter@agavemgmt.com

If you miss the July 1 deadline you can bring it to the July 18 meeting and it will be counted. If multiple ballots are submitted for the same lot(s), none of the ballots will be counted.

**3 CANYONS RANCH MASTER HOMEOWNERS' ASSOCIATION
2026 BALLOT**

By-Laws Amendment

_____ FOR _____ AGAINST

2026 Board of Directors: Refer to Membership Label Below – you may allocate all your membership votes to one candidate or allocate as desired.

Section Candidate(s) # VOTES

20E _____

20W _____

22 _____

24 _____

26 _____

28 _____

MEMBERSHIP INFO LABEL HERE:

Signature: _____

If your lot(s) is/are held in the name of an entity, or you own the lot(s) as the trustee of a trust, please indicate the capacity in which you are completing this ballot on behalf of the entity or trust in the space provided.

If you own more than one lot, then by signing this ballot, you will cast votes on behalf of **all** lots you own as identified above.

BY-LAWS AMENDMENT

BLACK FONT INDICATES EXISTING BY-LAWS, RED INDICATES PROPOSED CHANGES

2.1 Annual Meetings. The annual meeting of the Members shall be held at 10:00 a.m., on the third Tuesday of August of each year, unless that date should be a legal holiday, in which event the annual meeting of Members shall be held on the next succeeding business day. At such meeting the Members shall elect directors to serve until their successors shall be elected, and shall transact such other business as may come before the meeting.

2.1 Annual Meetings. The annual meeting of the Members shall be held at 9:30 AM, Arizona time, on the third Saturday of July of each year. At such meeting the Members shall elect directors. Directors shall serve for two (2) year terms. Directors representing odd-numbered Sections shall be elected in odd-numbered years and Directors representing even-numbered Sections shall be elected in even- numbered years.

2.5 Notice. Each Member shall be entitled to notice of any meeting at which such Member has the right to vote. Except as otherwise provided in the Master Declaration, notices of meetings shall be in writing and shall indicate each matter to be voted on at the meeting that is known to the Board at the time notice of the meeting is given; provided, however, that no business shall be conducted at a special meeting unless it is specified in such notice. Such notice shall be given not less than fifteen (15) nor more than thirty (30) days before the date of the meeting except as otherwise provided in the Master Declaration and in such cases as are determined by the Board to be emergency situations.

2.5 Notice. Notice of meetings shall be in writing and shall indicate each matter to be voted on at the meeting that is known to the Board at the time notice of the meeting is given; provided, however, that no business shall be conducted at a special meeting unless it is specified in such notice. Notice of annual or special meetings of the Members shall be given by U.S. mail not fewer than ten (10) nor more than fifty (50) days before the date of the meeting. Notice of Board meetings shall be given at least forty-eight (48) hours in advance by conspicuous posting in the community, by website publication, or by other reasonable means as determined by the Board.

2.6 Record Date. The Board shall have the power to fix in advance a date as a record date for the purpose of determining Members entitled to notice of or to vote at any meeting or to be furnished with any budget or other information or material, or in order to make a determination of Members for any purpose. Notwithstanding any provisions hereof to the contrary, the Members of record on any such record date shall be deemed the Members for purposes of such notice, vote meeting, furnishing of information or material or other purpose and for any supplementary notice, or information or material with respect to the same matter and for any adjournment of the same meeting. A record date shall not be more than sixty (60) days prior to the date on which the particular action requiring determination of Members is proposed or expected to be taken or to occur.

2.6 Record Date. The Board may fix a record date for determining Members entitled to notice of or to vote at any meeting up to seventy (70) days prior to the date of the meeting.

2.7 Quorum. Except as otherwise provided in the Master Declaration, the Master Association's Articles of Incorporation ("the Articles") or these By-Laws (as they may, from time to time, be amended), the presence of the Members who hold votes equal to thirty percent (30%) of the total voting power, in person or by proxy, at a meeting to consider a matter shall constitute a quorum for consideration of that matter. The Members present at a duly called meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum, if any action taken other than adjournment, is subsequently approved in writing by at least a majority of the Members required to constitute a quorum, unless a greater vote is required by law, by the Articles or these By-Laws or the Master Declaration.

2.7 Quorum. Except as otherwise provided in the Master Declaration, the Master Association's Articles of Incorporation ("the Articles") or these By-Laws (as they may, from time to time, be amended), the presence of the Members who hold votes equal to ten percent (10%) of the total voting power, in person or by absentee ballot, at a meeting to consider a matter shall constitute a quorum for consideration of that matter. The Members present at a duly called meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum, if any action taken other than adjournment, is subsequently approved in writing by at least a majority of the Members required to constitute a quorum, unless a greater vote is required by law, by the Articles or these By-Laws or the Master Declaration.

2.8 Consent of Absentees. In addition to the provisions of Section 2.7 above, the proceedings and transactions of any meeting of Members, either annual or special, however called and noticed and wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present either in person or by proxy and if, either before or after the meeting, each of the Members not present in person or by proxy signs a written waiver of notice, a consent to the holding of such a meeting or an approval of the minutes thereof. Neither the business to be transacted at, nor the purpose of any regular or special meeting of Members need be specified in any written waiver of notice. All such waivers, consents or approvals shall be filed with the Master Association records or made a part of the minutes of the meeting.

Attendance of a Member at a meeting shall constitute a waiver of notice of such meeting, except when the Member objects at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened, and except that attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice but not so included, if such objection is expressly made at the meeting.

2.8 Delete entirely

2.9 Action Without Meeting. Except as set forth in the Master Declaration any action which may be taken at any annual or special meeting of the Members may be taken without a meeting and without prior notice, if authorized by a written consent setting forth the action so taken, signed by all of the Members and filed with the Secretary of the Master Association. Any Members given a written consent, or such Members' proxy holder, may revoke any such consent by a writing received by the Master Association prior to the time that written consents of the number of Members required to authorized the proposed action have been filed with the Secretary of the Master Association. but may not do so thereafter. Such revocation shall be deemed received by the Master Association upon its actual receipt by the Secretary of the Master Association.

Unless the consents of all of the Members have been solicited in writing and have been received, prompt notice shall be given in the same manner as for annual meetings of Members, to those Members who have not consented in writing, of the taking of any Master Association action approved by Members without a meeting. Such notice shall be given at least ten (10) days before the consummation of the action authorized by such approval with respect to the following:

(a) Approval of any reorganization of the Master Association;

(b) A proposal to approve a contract or other transaction between the Master Association and one or more directors, or any other corporation, firm or association in which one or more directors has a material financial interest; or

(c) Approval of the indemnification of any person.

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(a) Approval of any reorganization of the Master Association;

(b) A proposal to approve a contract or other transaction between the Master Association and one or more directors, or any other corporation, firm or association in which one or more directors has a material financial interest; or

(c) Approval of the indemnification of any person.

2.10 Adjourned Meetings. Any Members' meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by a vote of a majority of the Members present either in person or by proxy thereat, but in the absence of a quorum, no other business may be transacted at any such meeting except as specifically provided in Section 2.7 and the other provisions of these By-Laws.

When any Members' meeting, either annual or special, is adjourned for seven (7) days or less, the time and place of the resumed meeting shall be announced at the meeting at which the adjournment is taken. When any Members' meeting either annual or special, is adjourned for more than seven (7) days, notice of the resumed meeting shall be given to each Member as in the case of an original meeting. Except as aforesaid, it shall not be necessary to give any notice of any adjournment or of the business to be transacted at a resumed meeting, and at the resumed meeting the Members may transact any business that might have been transacted at the original meeting.

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When any Members' meeting, either annual or special, is adjourned for seven (7) days or less, the time and place of the resumed meeting shall be announced at the meeting at which the adjournment is taken. When any Members' meeting, either annual or special, is adjourned for more than seven (7) days, notice of the resumed meeting shall be given to each Member as in the case of an original meeting. Except as aforesaid, it shall not be necessary to give any notice of any adjournment or of the business to be transacted at a resumed meeting, and at the resumed meeting the Members may transact any business that might have been transacted at the original meeting.

3.2 Number and Term. The number of directors shall be determined at the annual meeting of Members, but in any event shall consist of not less than three (3) Members. The directors shall serve until the next annual meeting of the Members.

3.2 Number and Term. The number of directors shall be no less than three (3) and no more than eleven (11). Directors serving odd-numbered Sections, per Section 2.1, shall serve until the next annual meeting occurring on an odd-numbered year, while those Directors serving even-numbered Sections shall serve until the next annual meeting occurring on an even-numbered year.

3.3 Vacancies. In case of any vacancy in the Board of Directors, the remaining Members of the Board, by majority vote though less than a quorum, may elect a successor director or directors to hold office until the next election of directors.

3.3 Vacancies. In case of any vacancy in the Board of Directors, the remaining Members of the Board, by majority vote though less than a quorum, may appoint a successor Director or Directors to fill such vacancies, and such appointments shall run through the end of the predecessor's term.

3.5 Special Meetings. Special meetings of the Board of Directors shall be held whenever called by the President or by a majority of the Board. Notice of special meetings of the Board of Directors shall be given by the Secretary to each director, orally or in writing, at least twenty-four (24) hours before the time fixed for meeting, and such notice shall advise each director as to the time, place, day and general purpose of the meeting and shall be delivered personally, or by telephone or telegram, or mailed postage prepaid to each director at his last post office address as it appears on the books of the Master Association.

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3.9 is a new section in By-Laws

3.9 Removal. At any annual or special meeting of the Members duly called, any one or more of the Directors may be removed from the Board with or without cause by Members having more than two-thirds (2/3rds) of the votes entitled to be cast by the Members present in person at the meeting, and a successor may then and there be elected to fill the vacancy thereby created by a majority of the Members in attendance at the meeting. A Directors so elected shall be elected for the full unexpired term of the Director removed. Any Director whose removal has been proposed by the Members shall be given an opportunity to be heard at the meeting prior to the vote for removal.

5. MEMBERSHIP CERTIFICATES

5.1 Form of Certificate. The Board of Directors may provide for the issuance of certificates evidencing membership in the corporation, which shall be in such form as determined by the Board.

5.2 Issuance. All certificates of membership shall be signed by the President and by the Secretary.

5.3 Lost Certificate. Should an owner of any certificate of membership make application to the corporation for the issuance of a duplicate certificate, he shall accompany his application by an affidavit setting forth the time, place and circumstances of such loss or destruction, and shall agree to indemnify the corporation against such loss as it may suffer by reason of the issuance of a duplicate certificate or the refusal to recognize the certificate that was allegedly lost or destroyed. Upon satisfaction of the foregoing, a duplicate certificate may be issued. The duplicate certificate shall be marked "Duplicate," and the stub of the certificate lost or destroyed shall indicate the issuance of the duplicate.

Entire Section 5 is deleted

6. FISCAL YEAR

The fiscal year of the corporation shall begin on the 1st of January in each year and end at midnight on the last day of December of every year.

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The fiscal year of the corporation shall begin on the 1st of July of each year and end at midnight on the 30th of June of every year.

7. AMENDMENT AND REPEAL

These By-Laws may be amended or repealed:

(a) By Declarant until the Transition Date, except that the Federal Housing Administration of the Veterans Administration may have the right to veto amendments to the extent provided in the Master Declaration; and

(b) At a regular or special meeting of the Members, by a vote of eighty percent (80%) of a quorum of Members present in person or by proxy, except that the Declarant shall maintain absolute power to amend the Articles until the Transition Date and the Federal Housing Administration or Veterans Administration, if they have approved these By-Laws, shall have the right to veto amendments to the extent provided in the Master Declaration.

7. AMENDMENT AND REPEAL

These By-Laws may be amended or repealed:

At a regular or special meeting of the Members, by a vote of eighty percent (80%) of a quorum of Members present in person or by absentee ballot. For purposes of this Article 7, a quorum shall be established by the presence of Members who hold votes equal to ten percent (10%) of the total voting power in the Association.