

**BYLAW AMENDMENT 2013-01**  
**A Resolution of Walnut Meadows at Fairfield Country Club Estates**  
**Homeowners Association, Inc., amending the Bylaws of the Association**

PREAMBLE

WHEREAS, pursuant to Section 13.1 of the Bylaws, the Bylaws of the Association may be amended at a regular or special meeting of the Members, by a vote of a majority of a quorum of members present in person or by absentee ballot.

WHEREAS, Section 3.1 of the Bylaws states that the Association shall hold its Annual Meetings on the first Tuesday in the second month following the corporate year end, at the hour of 10:00am; Section 4.1 of the Bylaws allows for three (3) board members; and Section 4.2 of the Bylaws allows for the three board members to have three year staggered terms; and

WHEREAS, the Board determined that it is the best interests of the Association and its members and the past practices, to allow for flexibility as to the date and time in October at which the Annual Meeting will be held from year-to-year; and

WHEREAS, it has been the past practice of the Association for the members to elect between three (3) and seven(7) members; and

WHEREAS, it has been the past practice of the Association for the members to elect three board members to three-year staggered terms; and,

WHEREAS, the Board put a vote in front of the membership to amend Sections 3.1, 4.1, and 4.2 of the Bylaws of the Association at the 2013 Annual Meeting held on October 9, 2013, 2013 at Sterling Real Estate Management; and

WHEREAS, at the annual meeting a majority of the votes entitled to be cast were received in favor of the proposed amendments.

NOW THEREFORE BE IT RESOLVED, that Section 3.1, 4.1, and 4.2 are hereby amended to read as follows:

**ADOPTED BYLAWS OF THE ASSOCIATION**


3.1 Annual Meeting. An annual meeting of the Members of the Association shall be held in the month of October each year at a date and time determined by the Board of Directors for the purpose of electing or announcing the results of the election of Directors and transacting such other business as may properly come before the meeting.

4.1 Number. The affairs of this Association shall be managed by a Board of Directors that consists of at least three (3) directors, who need not be members of the Association. At no time shall the Board of Directors consist of more than nine (9) directors.

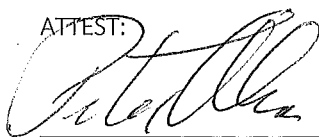
4.2 Term of Office. Directors shall be divided into three classes with staggered terms of office for a term of one, two or three years. At the election following the amendment of this section, the directors elected by the Members shall be assigned to one of the classes of directors based on the total number of votes each director receives. In the case of a tie in the number of votes received by candidates, election and assignment of the term of the director shall be decided by lot. In each election of directors thereafter, directors shall be elected for a term of three years. If the number of directors is increased by the Board, the Board shall assign each of the newly created directorships to one of the classes of directors.

DATED, this 9<sup>th</sup> day of October, 2013.

WALNUT MEADOWS AT FAIRFIELD COUNTRY CLUB ESTATES HOMEOWNERS ASSOCIATION INC,  
An Arizona nonprofit corporation

  
\_\_\_\_\_  
President/ Board of Directors

ATTEST:

  
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Secretary/Treasurer