

BYLAW AMENDMENT 2017-01
A Resolution of Walnut Meadows at Fairfield Country Club Estates
Homeowners Association, Inc.,
amending the Bylaws of the Association

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 8.8a & 8.8d of the Bylaws, states that the President and Treasurer shall co sign all checks; Section 8.8d states that the Treasurer shall cause that an annual audit of the Association books be made by a public accountant at the completion of each fiscal year; the Bylaws do not allow nor disallow the Board of Directors, to employ for the Association, a managing agent at a compensation established by the Board of Directors; and

WHEREAS, it has been the past practice of the Association to have a managing agent as determined by the Board of Directors; and

WHEREAS, it has been the past practice of the Association that the managing agent sign all checks and not have the President or Treasurer co-sign the checks; and,

WHEREAS, it has been the past practice of the Association that the Treasurer cause a financial audit, a review or a compilation of the Association's financial documents to be done each year in compliance with A.R.S. § 33-1810; and,

WHEREAS, the Board put a vote in front of the membership to amend Sections 8.8a, 8.8d, and to add Article XV "Managing Agent", at a special meeting of the Members held on March 21, 2017 at 8am at Sterling Real Estate Management; and

WHEREAS, at the Special Meeting, a quorum was established and a majority of the votes entitled to be cast were received in favor of the proposed amendments.

NOW THEREFORE BE IT RESOLVED, that Article XV "Managing Agent" has been added to the Bylaws of the Association and Sections 8.8a and 8.8d are hereby amended to read as follows:

ADOPTED BYLAWS OF THE ASSOCIATION

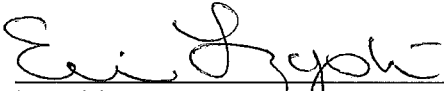
8.8(a) President: The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all promissory notes.

8.8(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; shall sign all promissory notes of the Association; keep proper books of account; cause a financial audit, a review or a compilation of the Association's financial documents to be done each year in compliance with A.R.S. § 33-1810; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy to each to the members.

ARTICLE XV "MANAGING AGENT". The Board of Directors may employ for the Association and the Walnut Meadows property a managing agent ("Managing Agent") at a compensation established by the Board of Directors. The Managing Agent shall perform such duties and services as the Board of Directors shall authorize, including, but not limited to, all of the duties listed in the Association governing documents except for such duties and services that under the Association governing documents may not be delegated to the Managing Agent. The Board of Directors may delegate to the Managing Agent all of the powers granted to the Board of Directors or the officers of the Association by the Association governing documents other than the power: (i) to adopt the annual budget, any amendment thereto or to assess any common expenses; (ii) to adopt, repeal or amend Association rules; (iii) to designate signatories on Association bank accounts; (iv) to borrow money on behalf of the Association; or (v) to acquire real property and mortgage Lots. Any contract with the Managing Agent must provide that it may be terminated with or without cause and without payment of any penalty or termination fee on no more than ninety (90) days written notice. The term of any such contract may not exceed three (3) years.

DATED, this 21st day of March 2017.

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



President, Board of Directors

ATTEST:



Secretary/Treasurer