

**GREENFIELD VILLAGE
RV RESORT ASSOCIATION, INC
MESA, ARIZONA**

CORPORATE BYLAWS

AMENDED

THROUGH DECEMBER 29, 2014

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**BYLAWS
OF
GREENFIELD VILLAGE RV RESORT ASSOCIATION, INC.**

**ARTICLE 1.
DEFINITIONS**

Section 1.1 Association. The “Association” shall mean and refer to GREENFIELD VILLAGE RV RESORT ASSOCIATION, INC., a non-profit corporation organized and existing under and by virtue of the laws of the State of Arizona.

Section 1.2 Common Area. “Common Area” shall be synonymous with the term “Common Area” as defined in the Declaration.

Section 1.3 Declaration. The “Declaration” shall mean and refer to that certain Declaration of Covenants, Conditions, and Restrictions recorded at Recorder’s No. 84-005510 in the office of the Maricopa County, Arizona Recorder, as said document may be amended from time to time.

Section 1.4 Lot. “Lot” shall be synonymous with the term “Lot” as defined in the Declaration.

Section 1.5 Property. The “Property” shall be synonymous with that term as used in the Declaration.

**ARTICLE 2.
PRINCIPAL OFFICE**

Section 2.1 Principal Office. The Association shall maintain its principal office and known place of business at 111 South Greenfield Road, Mesa, Arizona 85206.

**ARTICLE 3.
MEMBERS**

Section 3.1 Membership. The members of the Association shall be determined in the manner set forth in the Declaration.

Section 3.2 Place of Members’ Meetings. The meetings of members shall be held at 111 South Greenfield Road, Mesa, Arizona, or at such other place as may be fixed from time to time by the Board, or, in the absence of direction by the Board, by the president or secretary of the Association, and shall be stated in the notice of the meeting in a duly executed waiver of notice thereof.

Section 3.3 Annual Members’ Meetings. The annual meeting of the members shall be held on the second Wednesday of February in each year, or, if that day shall be a legal holiday, then on the next succeeding business day. The order of business at annual members’ meetings and, as far as practical, at all other members’ meetings shall be as follows:

- (a) Call Meeting to Order
- (b) Certification of Quorum
- (c) Proof of Notice of Meeting
- (d) Disposal of Any Unapproved Minutes
- (e) Reports of Officers
- (f) Committee Reports
- (g) Appointment of Voting Tellers
- (h) Conduct Voting for Directors and Other Ballot Issues
- (i) Unfinished Business
- (j) New Business
- (k) Announcement of Election Results

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Section 3.4 Special Meetings of Members. Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by Arizona statute or by the Articles, may be called by the president or by a majority of the directors or by members having at least one-quarter (1/4) of all votes.

Section 3.5 Notice of Members' Meetings. Written notice of the annual meeting stating the place, date, and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called shall be given, either personally or by mail, not less than twenty (20) nor more than fifty (50) days before the date of the meeting to each member in good standing. Each member shall register his address with the secretary, and notices of meetings shall, if mailed, be mailed to him at such address. If mailed, such notice shall be deemed to be delivered when mailed. Business transacted at any special meeting of members shall be limited to the purposes stated in the notice.

Section 3.6 Quorum. At any meeting of members of the Association the presence of members holding twenty percent (20%) of the votes shall be necessary to constitute a quorum for all purposes except as otherwise provided by the Article of Incorporation, the Declaration, or applicable law, and the act of the full membership except as provided in Section 12.1 hereof and except as may be otherwise provided by Arizona statute, these Bylaws, the Articles of Incorporation, or the Declaration. If sealed ballot voting is conducted in connection with a meeting of members of the Association, the receipt of a mail, facsimile, or sealed ballot shall be counted for quorum purposes at such meeting only with respect to the issues contained on the mail or sealed ballot. In the absence of a quorum, or when a quorum is present, a meeting may be adjourned from time to time by vote of members holding a majority of the votes represented at such meeting without notice other than by announcement at the meeting of the time and place of the adjourned meeting and without further notice to any absent members, provided, however, that if the adjournment is for more than thirty (30) days, a notice of the adjourned meeting shall be given to each member in good standing. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally noticed.

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Section 3.7 Voting. Each membership shall be entitled to the voting rights set forth in the Declaration. Unless otherwise required by Arizona law, cumulative voting shall not be permitted. At every meeting of members, each member in good standing

shall be entitled to vote in person, by mail, or by facsimile. The vote for directors shall be by secret ballot, except to the extent necessary to process facsimile ballots. All questions not on the ballot shall be decided by a majority vote of the persons present in person (except as otherwise provided herein or by Arizona statute or the Declaration or the Articles of Incorporation). The Board shall solicit ballots from all members for all candidates for any election (including write-ins) and for all alternatives for any vote affecting assessments at the same time that written notice of the meeting at which the election is to be held is sent to members. 2/11

Section 3.8 Freezing of List of Members or Fixing of Record Date. For the purpose of determining members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or in order to make a determination of members for any other proper purpose, the Board may provide that the list of members shall be frozen for a stated period not to exceed ten (10) days. If the list of members shall be frozen for the purpose of determining members entitled to notice of or to vote at a meeting of members, such list shall be frozen for not more than ten (10) days immediately preceding such meeting. In lieu of freezing the list of members, the Board may fix in advance a date as the record date for any such determination of members, such date in any case to be not more than ten (10) days prior to the date of the particular meeting of members or the date on which the particular action, requiring such determination of members, is to be taken, as applicable. If the list of members is not frozen and no record date is fixed for the determination of members entitled to notice of or to vote at a meeting of members, the record date for such determination of members shall be four o'clock in the afternoon on the day before the day on which the meeting is held. When a determination of members entitled to vote at any meeting of members has been made as provided in this section, such determination shall apply to any adjournment thereof.

Section 3.9 Waiver of Notice. Whenever any notice is required to be given to any member of the Association under the provisions of the Articles of Incorporation, these Bylaws, the Declaration, any provision of the Arizona Revised Statutes, or otherwise, a waiver thereof in writing signed by the person or persons entitled to such notices, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 3.10 Assessments. The rights of membership are subject to the payment of annual (general), special, and individual assessments levied by the Association, the obligation of which assessments is imposed against the Owner of each Lot and becomes a lien upon the Lot against which such assessments are made as provided in the Declaration.

Section 3.11 Suspension. Pursuant to procedures adopted by the Board, the membership rights of the Owner of any Lot may be suspended during the period when assessments pertaining to the Lot remain unpaid; but, upon payment of such assessments (including any and all interest, late charges, or similar fees or charges permitted or required pursuant to these Bylaws, the Declaration, or the Articles of

Incorporation of the Association), the Owner's rights and privileges shall be automatically restored. The Board may suspend the membership rights of the Owner of any Lot for a period not to exceed sixty (60) days for each violation by an Owner (or by the occupants or guests of such Owner's Lot) of the Declaration or the rules or regulations adopted by the Board pursuant thereto.

Section 3.12 Town Hall Meetings. Not less than ten (10) calendar days prior to the mailing of any proposed amendment to these Bylaws or any proposed amendment to the CC&Rs of the Association on a ballot for a vote of the Members, the Board of Directors shall conduct an informal Town Hall meeting of the Members of the Association for the discussion of the proposed amendments. The Board shall post notices of such meeting in the resort not less than 48 hours prior to the meeting. Any Member of the Association who desires to do so may comment on the proposed amendments at such meeting. The Board of Directors may adopt reasonable rules of procedure with respect to the order and time allotted to each speaker. A summary report of the speakers' positions presented at the meeting shall be prepared by the administrative staff and shall be included with the ballots mailed to the Members. No formal written notice to all Members shall be required; such meeting shall not constitute a Special Meeting of Members, and no formal action may be taken.

ARTICLE 4. DIRECTORS

Section 4.1 Election The business and affairs of the Association shall be managed, conducted, and controlled by the Board of Directors (sometimes referred to in these Bylaws as "the Board"). Except as provided in Section 4.3 hereof, each director shall be elected for a two (2) year term, limited to two (2) consecutive terms, and shall be elected at the annual meeting of members concurrent with the expiration of the term of the director he or she is to succeed, and, except as otherwise provided in these Bylaws, shall hold office until his or her successor is elected and qualified. No person shall be eligible for election as a director who is not at the time of election a member of the Association in good standing. If, after election, any director ceases to be a member, or refuses to sign the "Code of Ethical Conduct", his or her office shall become vacant. 2/09

Section 4.2 Number. The number of directors which shall constitute the whole board shall be seven (7). 2/09

Section 4.3 Vacancies Vacancies and newly created directorships resulting from any increase in the authorized number of directors shall be filled within thirty (30) days by the affirmative vote of a majority of the remaining directors then in office, or by a sole remaining director, and the directors so chosen shall hold office until the following annual meeting. If there are no directors in office, any officer or Member may call a special meeting of Members for the purpose of electing the Board of Directors.

Section 4.4 Annual Board Meetings. Within seven (7) days after each annual meeting of members, the directors shall meet for the purpose of organization, the election of officers, and the transaction of other business. Notice of such meeting shall be required to be given to each director. The place and time of such first meeting may, however, be changed by written consent of all the directors.

Section 4.5 Special Board Meetings. Special meetings of the Board may be called by the president or secretary and must be called by either of them on the written request of any member of the Board.

Section 4.6 Notice to Directors of Board Meetings. Notice of all meetings of the Board, except as herein otherwise provided, shall be given by mailing the same at least three (3) days or by telecommunicating the same at least three (3) days before the meeting to the usual business or residence address of each of the directors, but such notice may be waived by any director. Any business may be transacted at any meeting of the Board. Attendance of a director at a meeting shall constitute waiver of notice of such meeting, except when the director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 4.7 Notice to Association Membership of Board Meetings. All regular or special meetings of the Board of Directors shall require three (3) days advance posting of a notice as to meeting time, place, date, and agenda. Such notice shall be posted in at least one central location. No such notice is required for executive or working sessions, or if emergency circumstances require action by the Board before notice can be given.

Section 4.8 Quorum of the Board. A quorum shall equal half the number of directors if there is an odd number of directors, and half the number of directors plus one if there is an even number of directors. If at any meeting there is less than a quorum present, the directors present may adjourn the meeting from time to time without further notice to any absent director.

Section 4.9 Action Without a Meeting. Unless otherwise restricted by the Articles of Incorporation or by these Bylaws, any action required or permitted to be taken at any meeting of the Board or of any committee thereof may be taken without a meeting, if all members of the Board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or committee.

Section 4.10 Powers. The Board shall have the power:

- (a) to elect and remove the officers of the Association as hereinafter provided.;
- (b) to administer the affairs of the Association and the Common Area to the extent permitted by applicable law, the Articles of Incorporation, these Bylaws, and the Declaration;
- (c) to engage the services of a manager or managing agent who shall manage and operate the Common Area for all the members upon such terms and for such compensation and with such authority as the Board may approve, subject to the rights of the members as described in the Declaration;

- (d) to formulate policies for the administration, management and operation of the Common Area;
- (e) to make provision for the operation, maintenance, repair and replacement of the Common Area and payments therefor, and to approve payment vouchers or to delegate such approval;
- (f) to provide for the engaging of non-employee accountants, attorneys and others who may provide direct services to the Board;
- (g) to appoint or dissolve committees of the Board, to remove any director from a committee at any time, and to delegate to such committees the Board's authority to carry out certain duties of the Board;
- (h) to prepare an annual budget and to provide the manner of assessing and collecting from the Owners their respective shares of such estimated expenses, as hereinafter provided;
- (i) to exercise all the rights, powers, and duties granted to it by the Declaration;
- (j) unless otherwise provided herein or in the Declaration, to comply with the instructions of a majority of the Owners as expressed in a motion duly adopted at any annual or special meeting of the members; and
- (k) to exercise for the Association all other powers, duties, and authority vested in or delegated to the Association.

Section 4.11 Removal and Resignation of Directors. Any director or the entire Board may be removed, with or without cause, by a majority vote of all members of the Association. Any director may resign upon written notice to the Board.

Section 4.12 Place of Board Meetings. The Board of the Association shall hold meetings, both regular and special, at 111 South Greenfield Road, Mesa, Maricopa County, Arizona. Such meetings may be held by means of conference telephone or similar communications equipment by means of which all persons participating in an open meeting can hear each other, and participation in a meeting pursuant to this Section 4.12 shall constitute presence in person at such meeting.

Section 4.13 Waiver of Notice. Whenever any notice is required to be given to any director of the Association under the provisions of the Articles of Incorporation, these Bylaws, the Declaration, any provisions of the Arizona Revised Statutes, or otherwise, a waiver thereof in writing signed by the person or persons entitled to such notices, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

Section 4.14 Committees of the Board. The Board, by motion adopted by a majority of the full Board, may designate from among its members an executive committee and one or more other committees each of which, to the extent provided in such motion and permitted by law, shall have and may exercise all the authority of the Board. The Board, with or without cause, may dissolve any such committee or remove any member thereof at any time. The designation of any such committee and the delegation thereto of authority shall not operate to relieve the Board, or any member thereof, of any responsibility imposed by law.

Section 4.15 Compensation. Directors shall receive no compensation for their services unless expressly provided for in a resolution duly adopted by members holding a majority of the votes then entitled to be cast at a meeting expressly called for that purpose. However, directors may be reimbursed for out-of-pocket expenses for activities approved by the Board. 2/11

ARTICLE 5. OFFICERS

Section 5.1 Designation of Titles. The officers of the Association shall be chosen by the Board and shall be a president, a vice president, a secretary and a treasurer. No person may hold, at any time, more than one of such offices, except that the offices of secretary and treasurer may be held by the same person. All voting officers must be directors of the Association. The Board may establish the non-voting officer position of assistant secretary which may be filled only by the designated real estate broker for the Association. The assistant secretary shall not be required to be a director of the Association. The Board may require any such officer to give security for the faithful performance of his or her duties.

Section 5.2 Election, Term of Office, Qualification. The officers of the Association shall be chosen annually by a majority of the Board, each thereof to hold office for one year or until a successor shall have been duly chosen and shall qualify, or until his or her death, resignation, or removal in the manner hereinafter provided. No person shall be eligible for election as an officer who is not at the time of election a member of the Association in good standing. If, after election, any officer ceases to be a member or refuses to sign the "Code of Ethical Conduct", the office shall become vacant.

Section 5.3 Removal. Any officer may be removed by the Board whenever in its judgment the best interests of the Association will be served thereby. Election or appointment of an officer shall not of itself create contract rights.

Section 5.4 Vacancies. A vacancy in any office as described in Section 5.1, because of death, resignation, removal, or any other cause, shall be filled for the unexpired portion of the term in the manner prescribed in Section 5.2 hereof for election or appointment to such office.

Section 5.5 The President. The president shall preside at all meetings of the members, and all meetings of the Board. The president shall be the principal executive officer of the Association and, subject to the control of the Board, shall in general supervise and control all the business and affairs of the Association. He may sign, with the secretary or any other proper officer of the Association thereunto authorized by the Board, deeds, mortgages, bonds, contracts, or other instruments which the board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of the Association, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the board.

Section 5.6 The Vice President. The vice president shall have such powers and perform such duties as the Board or the president may prescribe and shall perform such other duties as may be prescribed by these Bylaws. At the request of the president, or in case of his absence or inability to act, the vice president shall perform the duties of the president, and when so acting shall have all powers of, and be subject to all the restrictions upon, the president.

Section 5.7 The Treasurer. The treasurer shall oversee all aspects of the financial affairs of the Association and, in general, shall perform all the duties incident to the office of treasurer and such other duties as may be assigned by the Board.

Section 5.8 The Secretary. The secretary shall oversee all aspects of the corporate affairs of the Association and, in general, shall perform all the duties incident to the office of secretary, including the keeping of minutes and records and such other duties as may be assigned by the Board.

Section 5.9 Compensation. The officers shall receive no compensation for their services, unless expressly provided for in a resolution duly adopted by a majority of the members then entitled to vote at a meeting expressly called for that purpose.

Section 5.10 Bonding. The Board shall require that all officers and employees of the Association handling or responsible for Association funds shall furnish adequate fidelity bonds. The premiums on such bonds shall be paid by the Association.

ARTICLE 6. ASSESSMENTS

Section 6.1 Annual Budget and Assessments. The Board shall prepare an annual budget and fix and levy assessments as more particularly described and required in the Declaration and, in particular, Article 6 of the Declaration. To be effective, the budget and associated general and any special assessment (other than an Individual Assessment for Maintenance and Restoration of an Owner's Lot as described in Section 5.7 of the Declaration) must be ratified by a majority of the votes cast by ballot at the meeting at which assessment is proposed. 2/11

Section 6.2 Annual Audit Report. An annual audit of the accounts of the Association shall be made by a certified public accounting firm, provided such firm is not also retained by any company or individual assisting in the management of the Association. Such audit report shall cover the twelve month period ending June 30. A copy of the audit report shall be available to the members in the Association's office for inspection promptly after its acceptance by the Board.

Section 6.3 Supplemental Budget. In the event that during the course of any year it shall appear to the Board that the assessments determined in accordance with the estimated annual budget for such year are insufficient or inadequate to cover the estimated common expenses for the remainder of the year, then the Board shall prepare and approve a supplemental budget covering said remainder of the year, which supplemental budget shall be furnished to each Owner and ratified by a majority of the votes cast by ballot at a special meeting of the membership, and thereupon a supplemental assessment shall be made to each Owner for a proportionate share of such supplemental budget. The provisions hereof shall at all times be subject to the applicable provisions of the Declaration. 2/11

Section 6.4 Capital Expenditures. The Board shall not approve any capital expenditure (as opposed to a maintenance expense) in excess of \$20,000.00 without the prior approval of members holding a majority of eligible votes cast by ballot at a duly-convened meeting of the membership at which such expenditure is proposed. 12/13

Section 6.5 Lien. Each owner of a Lot shall be personally obligated to pay promptly and fully every assessment (including any interest and costs of collection) properly levied by the Association, and the Association shall be entitled to a lien on each Lot to secure payment thereof, all in accordance with the provisions of the Declaration. The Association and the Board shall have the authority to exercise and enforce any and all rights and remedies as may be provided in the Declaration or these Bylaws or as may be otherwise available at law or in equity for the collection of all unpaid assessments.

Section 6.6 Records and Statement of Account. The Board shall cause to be kept detailed and accurate records of the receipts and expenditures affecting the Common Area specifying and itemizing the common expenses incurred. Payment vouchers may be approved in such manner as the Board may determine. The Board shall, upon receipt of the (10) days notice to it or the Association and upon payment of a reasonable fee, cause to be furnished to any Owner a statement of account setting forth the amount of any unpaid assessments or other charges due and owing from such Owner.

Section 6.7 Discharge of Liens. The Board may cause the Association to discharge any mechanic's lien or other encumbrance which in the opinion of the Board may constitute a lien against the Common Area rather than against a particular Lot only. When less than all of the Owners are responsible for the

existence of any such lien, the Owners responsible shall be jointly and severally liable for the amount necessary to discharge the same and for all costs and expenses, including, without limitation, attorneys' fees incurred by reason of or in connection with such lien.

ARTICLE 7. PARLIAMENTARY PROCEDURES

Section 7.1 Meetings of Members. The proceedings of all annual or special meetings of the Members of the Association shall be governed by Robert's Rules of Order.

Section 7.2 Meetings of the Board. The proceedings of all meetings of the Board shall be conducted according to Robert's Rules of Order.

ARTICLE 8. RESIGNATIONS

Section 8.1 Resignations. Any Member, director, or other officer may resign his office at any time by giving written notice of his resignation to the president or secretary of the Association. Such resignation shall take effect at the time specified therein or, if not time specified therein, at the time of the receipt thereof, and the acceptance thereof shall not be necessary to make it effective.

ARTICLE 9. FISCAL YEAR

Section 9.1 Fiscal Year. The fiscal year of the Association shall be from July 1 through June 30.

ARTICLE 10. CONTRACTS, LOANS, CHECKS, AND DEPOSITS

Section 10.1 Contracts. The Board shall only enter into such contracts and incur such expenses as are provided for in the annual or supplemental budget. The Board may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Section 10.2 Loans. No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. No borrowing by the Association may cumulatively exceed \$20,000.00 unless approved by members holding a majority of eligible votes cast by ballot at a duly-convened meeting of the membership at which such borrowing is proposed.

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Section 10.3 Checks, Drafts, etc. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or

agents of the Association and in such a manner as shall be determined by resolution of the Board.

Section 10.4 Deposits. All funds of the Association not otherwise employed shall be deposited to the credit of the Association in such banks, trust companies, or other depositories as the Board may elect.

**ARTICLE 11.
PROHIBITION AGAINST SHARING
IN CORPORATE EARNINGS**

Section 11.1 No Private Inurement. None of the net earnings or pecuniary profit from the operations of the Association shall at any time inure to any member, director, officer, or employee of or member of a committee of or person connected with the Association, or any other private individual, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Association in effecting any of its purposes as shall be fixed by the Board, and other payments and disbursements may be made in furtherance of one or more of its purposes. To the extent that members receive a benefit from the general maintenance, acquisition, construction, management, and care of the Common Area, this benefit shall not constitute an inurement; to the extent a rebate of excess dues, fees, and assessments (and not net earnings) is paid to members, such payment shall not constitute an inurement.

**ARTICLE 12.
REPEAL, ALTERATION, OR AMENDMENT**

Section 12.1 Amendment. These Bylaws may be repealed, altered, or amended, or substitute Bylaws may be adopted only in accordance with the procedure set forth in the Articles of Incorporation.

Section 12.2 Conflicts. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles of Incorporation shall control, and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.