

**AMENDED AND RESTATED  
BYLAWS  
OF  
APACHE WELLS  
HOMEOWNERS ASSOCIATION, INC.**

**ARTICLE I**

**NAME AND LOCATION**

The name of the corporation is APACHE WELLS HOMEOWNERS ASSOCIATION, INC., hereafter referred to as the "Association." The principal office of the Association shall be located at 2223 North 56 Street, Mesa, Arizona 85215, but meetings of Members and Directors may be held at such places within the State of Arizona as may be designated by the Board of Directors.

**ARTICLE II**

**DEFINITIONS**

Unless otherwise indicated in the recorded Fourth Amended and Restated Declaration of Covenants, Conditions and Restrictions for Apache Wells recorded July 17, 2012 at Instrument No. 2012-0626618 ("Declaration"), as amended from time to time, which definitions shall also be applicable herein, the following definitions are also applicable to these Bylaws (as defined below):

Section 1. "Articles" shall mean the "Articles of Consolidation of Apache Wells Recreation Center, Inc. and Apache Wells Residents and Property Owners, Inc. Into Apache Wells Homeowners Association, Inc." which were filed in the Office of the Corporation Commission of the State of Arizona on or about February 13, 1987, and the "Articles of Amendment of Apache Wells Homeowners Association, Inc." which were filed in the office of the Corporation Commission of the State of Arizona on or about March 31, 1988, as said Articles may be amended from time to time.

Section 2. "Association" shall mean the Apache Wells Homeowners Association, Inc., an Arizona nonprofit corporation, its successors and assigns. To the extent that term "Company" is used in the Project Documents, it shall have the same meaning as "Association".

Section 3.      **“Board”** shall mean the Board of Directors of the Association.

Section 4.      **“Bylaws”** shall mean these Amended and Restated Bylaws, which supersede all prior Bylaws, as they may be amended from time to time.

Section 5.      **“Common Areas”** shall have the same meaning as in the Declaration.

Section 6.      **“Project Documents”** shall mean the Declaration, the Plat, Articles, Bylaws, Association Rules and Design Guidelines (also known as “Architectural Control Rules”), including amendments thereto from time to time.

Section 7.      **“Declaration”** shall mean the recorded Fourth Amended and Restated Declaration of Covenants, Conditions and Restrictions for Apache Wells, recorded July 17, 2012 at Instrument No. 2012-0626618, as amended hereafter from time to time, except where the context indicates otherwise.

Section 8.      **“Member”** shall mean the record Owner of a Lot subject to the Declaration, as more fully set forth herein and in Section 6 of the Declaration.

Section 9.      **“Owner”** shall mean and refer to the record Owner of a Lot pursuant to Section 1.23 of the Declaration.

Section 10.     **“Property” or “Project”** shall mean and refer to that certain real property which is subject to the Declaration as described in the Plat, as the same may be amended from time to time.

Words used in these Bylaws shall be given their normal, commonly understood definitions. Capitalized terms shall have the same meaning as set forth above and in the Declaration, unless the context indicates otherwise.

### **ARTICLE III**

#### **APPLICATION OF BYLAWS**

All Owners, Lessees, residents and other Persons who may reside in a Lot and/or use the Common Areas are subject to the Project Documents. The acceptance of a deed to a Lot shall constitute an agreement to comply with the Project Documents, whether or not so indicated on the deed, including these Bylaws. These Bylaws supercede and replace all prior bylaws, including “The Apache Wells Homeowners Association, Inc. Bylaws” dated March 3, 1987, and the subsequent Amendments dated March 8, 1988, March 17, 1995, January 13, 1998 and April 12, 2007.

## ARTICLE IV

### APPLICATION OF STATUTES

The provisions of Arizona statutes, including Arizona Revised Statutes § 33-1801, *et seq.*, and § 10-3101, *et seq.*, are applicable to the extent these Bylaws or the other Project Documents are silent on a given issue and/or where such statutes specifically provide that they take precedence over the language of bylaws or other documents to the extent inconsistent with such statutes.

## ARTICLE V

### MEETINGS OF OWNERS

Section 1.     **Annual Meeting.** The Annual Meeting of the Members of the Association shall be held on a date, time and location as determined by the Board, preferably in the month of January.

Section 2.     **Regular Meetings.** Regular Meetings of the Members shall be held monthly from October through April.

Section 3.     **Special Meetings.** Special Meetings of the Members may be called at any time by the President, upon the affirmative vote a majority of the Board, or upon written request of not less than ten percent (10%) of the voting Owners.

Section 4.     **Notice of Meetings.** Written notice of each meeting of the Owners shall be given by or at the direction of the Secretary by posting the notice on the official bulletin board of the Association, and in publications or other postings which the Board and Secretary conclude are reasonably appropriate to make the information available to the Members. To the extent notice is provided to Members by mail, including absentee ballots, the same shall be addressed to the Owner's address last appearing on the books of the Association or supplied in writing by such Owner to the Association for the purpose of notices. (Owners are responsible for providing the Association with their current mailing address if other than their Lot address.) All such notices shall specify the place, date and hour of the meeting and, in the case of a Special Meeting, the purpose for which the meeting is called, including the general nature of any proposed amendment to the Declaration, Articles or Bylaws, changes in assessments that require approval of the Members, and any proposal to remove a Director or an Officer. All such notices shall also be sent out not less than ten (10) days nor more than fifty (50) days before such meetings.

Section 5.     **Quorum.** Unless a higher percentage is required by statutes, the presence at any meeting of Members entitled to cast and/or of absentee ballots entitled to cast not less than ten percent (10%) of the votes, shall constitute a quorum for any action, except as otherwise provided in the Articles, the Declaration or these Bylaws. If the required quorum is not present or represented at any meeting(s), the Owners entitled to vote thereat shall have power to adjourn the meeting from

time to time, without any further notice other than a posting and an announcement at the meeting. The required quorum requirements at any subsequent meeting shall be one-half (½) of the required quorum at the immediately preceding meeting, unless a higher percentage is required by statute. No such subsequent meeting shall be held more than fifty (50) days following the immediately preceding meeting.

**Section 6. Record Date.** For any meeting of the Members, the Board shall fix a date as the record date for determining the Members entitled to notice of meeting. If the Board fails to fix a record date for any meeting of the Members, the record date for determining the Members entitled to notice of the meeting shall be the business day before the day on which the notice of the meeting is given. The Board shall also fix a date as the record date for determining the Members entitled to vote at a meeting of the Members. If the Board fails to fix such a record date, the date shall be the last day for returning absentee ballots pursuant to Article VI, Section 2 of these Bylaws.

## ARTICLE VI

### VOTING RIGHTS

**Section 1. Casting Votes.** Each Member shall be entitled to such votes as more fully set forth in the Declaration. When more than one Person holds an interest in any Lot, all such Persons shall be Members, except as otherwise provided in the Project Documents. In the event any Lot is owned by two or more Persons, said Owners shall designate to the Association, in writing, one of the Owners who shall have the power to vote at any and all meetings of the Members and, in the absence of such designation, and until such designation is made, it will be presumed that the Owner voting is authorized to do so by the remaining Owners of the Lot. In the event more votes are cast with respect to any given Lot than that reflected by the Declaration, however, none of said votes shall be counted and said votes shall be deemed void if no prior designation has been made.

**Section 2. Absentee Ballots.**

(a) Votes by the Members may be cast in Person or by written absentee ballot. To the extent required by statute, any action taken at an Annual, Regular or Special Meeting of the Members shall comply with all of the following when absentee ballots are used:

- (i) the absentee ballot shall set forth each proposed action;
- (ii) the absentee ballot shall provide an opportunity to vote for or against each proposed action;
- (iii) the absentee ballot shall state that it is valid for only one specified election or meeting of the Members (or any valid continuation thereof pursuant to Article V, Section 5 of these Bylaws) and expires automatically after the completion of the election or meeting;

(iv) the absentee ballot specifies the time and date by which the ballot must be delivered to the Board in order to be counted, which shall be at least seven days after the date that the Board delivers the unvoted absentee ballot to the Member; and

(v) the absentee ballot does not authorize another Person to cast votes on behalf of the Member.

(b) Votes cast by absentee ballot or other form of delivery are valid for the purpose of establishing a quorum.

(c) This Section shall be construed consistent with State law, as same may from time to time change, and voting Members may also take action by written consent to the extent permitted by Arizona law.

Section 3. **Proxies.** The use of proxies by Members is prohibited by statute.

## ARTICLE VII

### **BOARD OF DIRECTORS; TERM OF OFFICE; ELECTION**

Section 1. **Number.** The affairs of this Association shall be managed by a Board of not less than three (3) nor more than nine (9) directors, who must be Owners in good standing. ( An Owner will be deemed in good standing if the Owner is current in the payment of all amounts due and owing the Association and is not otherwise in violation of any provision of the Project Documents which remains uncorrected for more than fifteen (15) days after notice to cure.) If an Owner is not a natural person, the director must be a legal representative of the Owner, such as the record beneficiary of the trust Owner. With the exception of those periods where there may be a vacancy on the Board waiting to be filled, the number of Directors should be an odd number – 3, 5, 7 or 9.

Section 2. **Term of Office.** Directors shall be elected from among and by the Members of the Association at Annual Meetings thereof, including use of the absentee ballot process, and shall serve for three (3) year staggered terms or until their successors are appointed/elected and qualified. As the desired number of Board members is nine (9) directors, who shall serve for three (3) year staggered terms, three (3) vacancies on the Board will occur each year. Directors shall only be entitled to serve two consecutive terms, regardless of whether the terms constitute two full three (3) year terms, or whether one of the terms was less than three (3) years due to the Director filling an unexpired portion of the term of an elected Director.

Section 3. **Vacancies.** In the event of a vacancy among the Directors through death, resignation, disqualification, removal or other cause, the remaining Directors, by affirmative vote of a majority thereof, may appoint a successor to hold office for the unexpired portion of the term of the Director, and the person so chosen to fill a vacancy shall serve during the unexpired term of

his/her predecessor (in order to properly maintain the staggered terms) and until his/her successor is duly elected and qualified. So long as there is at least one remaining member of the Board, said Board member can appoint successors to fill the unexpired terms of the remaining Directors. In no event, however, can any other action be taken on behalf of the Association without at least two (2) Members remaining on the Board.

Section 4.     **Election.** Election to the Board shall be by written ballot, including absentee ballot, or oral vote, or in the event the nominations are merely sufficient to fill the vacancies, by acclamation. At such election, the Members may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. (Cumulative voting is not permitted.)

Section 5.     **Quorum.** A majority of the Board shall constitute a quorum and, if a quorum is present, the decision of a majority of those present shall be the act of the Board and the Association. For example, if there are nine (9) members of the Board, at least five (5) members of the Board shall constitute a quorum.

Section 6.     **Removal.** To the extent permitted by law, any Director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association. Notwithstanding anything herein to the contrary, any Director who is absent from three (3) consecutive regular meetings of the Board without a valid reason, to be determined in the sole and absolute discretion of a majority of a quorum of the remaining Board members, shall be deemed to have vacated that position, and the vacancy shall be filled in accordance with Section 3 above.

Section 7.     **Action Taken Without a Meeting.** To the extent not inconsistent with Arizona Revised Statutes, the Board shall have the right to take any action in the absence of a meeting which it could take at a meeting by obtaining the written approval of all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Board.

## **ARTICLE VIII**

### **MEETINGS OF DIRECTORS**

Section 1.     **Regular Meetings.** Regular meetings of the Board shall occur monthly from at least October through April and are open to all Members of the Association, and all Members so desiring shall be permitted to attend and listen to the deliberations and proceedings; provided, however, that for Regular and Special Meetings of the Board, Association Members who are not Board members may not participate in any deliberation or discussion, except to the extent required by law (such as before a vote is taken on a matter by the Board), and to the extent required by law, Members other than Directors may participate in any discussion or deliberation subject to reasonable regulations of the Board, which regulations can include limiting the number of individuals who may speak and the time any such individual may speak. Notwithstanding the foregoing, the President may adjourn any meeting of the Board and reconvene in executive session and may exclude Persons

other than Directors to discuss matters of a sensitive nature, such as pending or threatened litigation, personnel matters, pending or contemplated matters relating to enforcement of the Association's Project Documents, etc., and any other matter that is not required to be opened to all Members pursuant to any applicable statute, including A.R.S. § 33-1804.

**Section 2. Special Meetings.** Special Meetings of the Board shall be held when called by the President of the Association or by any two Directors, after not less than two (2) days notice to each Director, and to the Members to the extent required by law, unless such notice is waived by all Directors or an emergency exists.

**Section 3. Participation in Meetings.** One or more Directors may participate in and vote during any Regular or Special Meeting of the Board by telephone conference call, fiber optics, or similar audio or video communication equipment by means of which all Persons participating in the meeting can hear each other at the same time. Those Directors so participating shall be deemed present at such meeting.

**Section 4. Notice of Meetings.** Notice of Regular or Special Meetings of the Board shall be given to each Director at least two (2) days prior to each Meeting of the Board and notice to Members of meetings of the Board shall be by any reasonable means as determined by the Board, including posting on the official bulletin board of the Association and in publications or other postings which would reasonably be expected to make that information available to the Members. Notice to Members of meetings of the Board is not required if emergency circumstances require action by the Board before any notice can be given. Any notice of a Board meeting shall state the time and place of the meeting. The failure of any Member to receive actual notice of a meeting of the Board does not affect the validity of any action taken at that meeting.

## ARTICLE IX

### **POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

**Section 1. Powers.** In addition to and subject to the powers set forth in the Declaration or as otherwise available by law, the Board shall have power to:

(a) adopt and publish rules and regulations governing the use of the Common Areas, or any other part of the Project, including Lots, and the conduct of the Owners, residents, Lessees, invitees and licensees, and to establish penalties for the infraction thereof or the infraction of any provision of the Project Documents;

(b) suspend the voting rights and the right to use of the Common Areas of an Owner, Lessee, resident, invitee or licensee, during any period in which such Owner shall be in default in the payment of any amounts due and owing the Association; such rights may also be suspended for infraction of published rules and regulations or other Project Documents;

(c) exercise for the Association all powers, duties and authorities vested in or delegated to this Association by law or in the Project Documents and not specifically reserved to the membership by other provisions of these Bylaws, the Articles, or the Declaration;

(d) declare the office of a member of the Board to be vacant in the event such member shall be absent from three (3) consecutive Regular Meetings of the Board without an acceptable excuse, at which time the Board shall appoint a successor for that member of the Board who shall serve for the remainder of the term as more fully set forth in these Bylaws;

(e) employ a manager, an independent contractor, or such other employees as the Board deems necessary, and to prescribe their duties;

(f) pay all expenses and obligations incurred by the Association in the conduct of its business;

(g) fix, levy, collect and enforce assessments, late charges and fines;

(h) manage, control, operate, maintain, repair and improve the Common Areas for which the Association by rule, regulation, declaration or contract has a right or duty to provide such services;

(i) enforce covenants, conditions, or restrictions affecting any Property to the extent the Association is authorized to do so under the Project Documents;

(j) engage in activity which may foster, promote and enhance the common interests of all Members of the Association;

(k) enter into, make, perform or enforce contracts of every kind and description and to do all other acts necessary, appropriate or advisable in carrying out any purpose of the Association, with or in association with any other association, corporation or other entity or agency, public or private;

(l) buy, sell or lease Association property, including Common Area and personal property, to the extent the Association is authorized to do so under the Project Documents and applicable statutes;

(m) adopt, alter and amend or repeal these Bylaws (as more fully set forth herein) as may be necessary or desirable for the proper management of the affairs of the Association; provided, however, such Bylaws may not be inconsistent or contrary to any provisions of the Declaration or Articles; and

(n) delegate such duties of the Officers as set forth in Article X (6) of these Bylaws as the Board deems necessary and prudent.



Section 2.     **Duties.** It shall be the duty of the Board to:

- (a)     cause to be kept a complete record of all its acts and corporate affairs;
- (b)     supervise all Officers, agents and employees of the Association and to see that their duties are properly performed;
- (c)     without limiting the Declaration or relieving any Owner of the obligation to pay, to:
  - (i)     fix the amount of the Annual Assessment against each Lot at least thirty (30) days in advance of each Annual Assessment period;
  - (ii)    enforce collection of Assessments and other amounts which are not paid; and
  - (iii)   enforce any violation of the Project Documents;
- (d)     issue, or to cause an appropriate officer to issue, within thirty (30) days following receipt of a demand in writing by any qualified person (or earlier if required by applicable statute), a statement of the amount of any unpaid Assessment against his/her Lot. A reasonable charge may be made by the Board for the issuance of such statements;
- (e)     procure and maintain adequate liability insurance as otherwise required by the Declaration;
- (f)     procure and maintain adequate Officer and Director insurance and errors and omissions insurance;
- (g)     procure and maintain adequate workman's compensation and employer's liability insurance to the extent necessary to comply with applicable law, if any;
- (h)     pursue payment/collection in full of any outstanding Special Assessment prior to or contemporaneous with transfer of ownership of any Lot;
- (i)     cause all Officers or employees having fiscal responsibilities to be bonded, as it may be deemed appropriate; and
- (j)     ensure the Common Areas are maintained.

## **ARTICLE X**

### **OFFICERS AND THEIR DUTIES**

Section 1.     **Enumeration of Officers.** The Officers of this Association shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board may from time to time create by resolution, who shall at all times be Members of the Board.

**Section 2. Election of Officers.** The election of Officers shall take place at the first meeting of the Board, preferably immediately following the meeting for the election of the new Directors.

**Section 3. Term.** The Officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he/she shall sooner resign, or shall be removed, or shall otherwise be disqualified to serve. There is no prohibition against Officers serving consecutive and/or multiple terms.

**Section 4. Resignation and Removal.** Any Officer may be removed from office with or without cause by majority vote of the Board. Any Officer 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 therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 5. Vacancies.** A vacancy in any office may be filled by appointment by the Board. The Officer appointed to such vacancy shall serve for the remainder of the term of the Officer he/she replaces.

**Section 6. Duties.** The duties of the Officers are as follows, subject to the right of delegation set forth above and to the extent permitted by statute:

President

(a) The President shall preside at all meetings of the Board and the Association; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments approved by the Board and may co-sign all checks and approved promissory notes; and shall have general charge and control of affairs of the Association, subject to the Board, including noticing meetings of the Board and of the Owners if the Secretary fails or refuses to do so.

Vice President

(b) The Vice President shall act in the place and stead of the President in the event of his/her absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required by the Board.

Secretary

(c) The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Owners; keep the corporate seal, if any, of the Association and affix it on all papers requiring said seal; effectuate notice of meetings of the Board and the Owners; keep appropriate current records showing the Members of the Association, together with their addresses; have charge of all the books of the Association's transactions and correspondence; and perform such other duties as required by the Board.

## Treasurer

(d) The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and disburse such funds as directed by resolution of the Board; shall keep and maintain adequate books of account and financial records for the Association and shall make such reports to the Board as may be required by the Board; and shall perform all acts and things incident to the office of the Treasurer, subject to the control of the Board.

## **ARTICLE XI**

### **COMMITTEES**

**Section 1. Standing Committees.** The following Standing Committees, each consisting of not less than three (3) individuals, except the Nominating Committee consisting of two (2) Board Members and three (3) non-Board Members, who must be Owners in good standing, shall be appointed by the President with the approval of the Board, and who shall serve at the will of the Board, or until the following Annual Meeting of the Members, or until their successors have been appointed and qualified:

(a) Design Review Committee (also known in some of the Project Documents as the Architectural Control Committee).

(b) Activity Committee.

(c) Maintenance Committee.

(d) Publicity Committee.

(e) Finance Committee.

(f) Nominating Committee.

(g) Such other committees as the President and Board shall deem necessary or appropriate, and to the extent otherwise permitted by the Project Documents, also known as Special Committees.

**Section 2. Powers.** The Standing Committees shall have no powers beyond those expressly provided to them by the Board, and shall have no power to enter into contracts or to otherwise bind the Association financially.

**Section 3. Duties.** The Standing Committees shall have no duties beyond those expressly provided by the President and the Board.

(a) Standing Committees shall promulgate such rules and regulations in their

respective areas of responsibility as are necessary or prudent in order to fulfill their expressed responsibilities, so long as such rules and regulations (i) are not in conflict with the Project Documents, and (ii) such rules have been approved by the President and the Board before implementation.

(b) Standing Committees shall advise the Board of their activities as frequently as the Board shall require, or to the President if so directed by the Board.

(c) Standing Committees shall perform such other duties as expressly requested by the Board.

(d) Design Review Committee: the specific duties of this Standing Committee shall be as more fully set forth in the Declaration or, to the extent not set forth in Declaration, as expressly provided by the Board.

(e) Activity Committee: the specific duties of this Standing Committee shall be to coordinate recreational programs and activities as approved by the Board.

(f) Maintenance Committee: the specific duties of this Standing Committee shall be to bring matters of maintenance, repair or improvement of the Common Areas to the attention of the Board for review and approval, including providing written bids for Board consideration.

(g) Publicity Committee: the specific duties of this Standing Committee shall include (i) informing Members of approved activities and functions of the Association and, after securing the approval of the Board, making public releases and announcements regarding the same, and (ii) publishing a yearly Directory of the Members following approval of the Directory by the Board.

(h) Finance Committee: the specific duties of this Standing Committee will be to assist the Board where requested in financial matters, including the preparation of a budget. Notwithstanding anything herein to the contrary, the Finance Committee shall have no authority to handle any financial or budgetary matters without the express written approval of the Board.

(i) Nominating Committee: the specific duties of the Nominating Committee shall include submitting nominations to fill the three (3) positions on the Board that will expire each year at least sixty (60) days before the scheduled election, including reviewing applications for nominations submitted by the Members, and to ensure those nominated are "Owners in good standing".

(j) Special Committees: Special Committees shall be appointed from time to time by the President with the approval of the Board as deemed necessary for carrying out the express purposes assigned to such committees and to function for such time periods as expressly stated by the President.

## **ARTICLE XII**

### **BOOKS AND RECORDS**

To the extent required by law, the books, records and papers of the Association shall at all times, during reasonable business hours, and by advance appointment, be subject to inspection by any Owner. The Project Documents shall be available for inspection by any Owner at the principal office of the Association, where copies may be purchased at reasonable cost.

## **ARTICLE XIII**

### **INDEMNIFICATION**

Subject to the provisions of Arizona statutes, the Declaration and the Articles, the Association shall indemnify any Person against expenses, including without limitation attorney fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by reason of the fact that he or she is or was a Director, Officer, employee or agent of the Association in all circumstances in which, and to the extent that, such indemnification is specifically permitted and to the fullest extent provided for by the laws of the State of Arizona as then in effect. Whenever any current or former Director, Officer, employee or agent of the Association shall report to the President or the Board that he/she has incurred or may incur expenses, regardless of whether legal action has been filed, on account of any action or omission alleged to have been committed by him/her while acting within the scope of his/her capacity as a Director, Officer, employee or agent of the Association, or as otherwise set forth above, the Board shall, at its next Regular Meeting or at a Special Meeting held within a reasonable time thereafter, determine whether, in regard to the matter involved in the action or contemplated action, such person acted, failed to act or refused to act wilfully or with gross negligence or with fraudulent or criminal intent with regard to the matter involved in the action or contemplated action and, if so, the Association shall have the right to refuse indemnification.

The Members, Officers, Directors, employees, and agents of the Association shall not be individually or personally liable for the Association's debts or other liabilities, and the private property of such individuals shall be exempt from any Association debts or liabilities.

## **ARTICLE XIV**

### **CORPORATE SEAL**

The Association may have a seal in a form approved by the Board. Failure to have such a seal or the failure to use the seal, if available, however, shall not invalidate any document that would otherwise be valid.

**ARTICLE XV**

**AMENDMENT**

These Bylaws may be amended by the Board at any Regular or Special Meeting of the Board by a majority vote of a quorum of the Board present at any such meeting.

**ARTICLE XVI**

**CONFLICTING DOCUMENTS**

In the case of any conflict between the Articles and these Bylaws, the Articles shall control; in the case of any conflict between the Declaration, the Articles and these Bylaws, the Declaration shall control; and in the case of any conflict between the Association Rules or Design Guidelines and these Bylaws, the Bylaws shall control; in the event of any conflict between the Association Rules or Design Guidelines, the more restrictive provision of said documents shall control.

**ARTICLE XVII**

**CERTIFICATION**

The Board President of Apache Wells Homeowners Association, Inc., certifies that these Amended and Restated Bylaws have been amended pursuant to Article XIII of the existing Bylaws (described in Article III above) by a vote of two-thirds (2/3) of the Members voting at a duly noticed meeting of the Members held on \_\_\_\_\_, 2013, and specifically called for said purpose, following approval by the Board as more fully set forth in Article XIII of said Bylaws, and as otherwise required by Article XIII of said Bylaws regarding ballots, and further certifies that the foregoing provisions are binding so long as they are not inconsistent with Arizona law or the Declaration.

**IN WITNESS WHEREOF** the President of the Association, acting for and on behalf of the Association, has hereunto set his hand this \_\_\_\_\_ day of \_\_\_\_\_, 2013.

\_\_\_\_\_  
Al Folkins, President

CERTIFICATION

STATE OF ARIZONA        )  
                                  ) ss  
County of Maricopa        )

On this \_\_\_\_\_ day of \_\_\_\_\_, 2012 before me, the undersigned Notary Public, personally appeared the President of Apache Wells Homeowners Association, Inc., an Arizona nonprofit corporation, and acknowledged to me that he, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing his name as such Officer.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

\_\_\_\_\_  
Notary Public

My Commission Expires:

\_\_\_\_\_

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