

AAMHO

Arizona Association of Manufactured Home, RV and Park Model Owners

AAMHO

BYLAWS

Reviewed by Board of Directors
December 14, 2017
To be approved at Annual Meeting
February 24, 2018

BYLAWS
OF THE
ARIZONA ASSOCIATION OF MANUFACTURED HOME OWNERS INC.

REVISED December 14, 2017

WHEREAS, the Arizona Association of Manufactured Home Owners Inc. (the "Association") was incorporated as a nonprofit corporation in the State of Arizona on February 11, 1987

WHEREAS, A.R.S. 10-3101, *et seq.* vests the authority to adopt initial bylaws and amend said bylaws in the Board of Directors; and

WHEREAS, at a meeting of the Board of Directors duly called and held on December 14, 2017 a majority of the Directors present voted in favor of adopting these Bylaws for presentation to the members for ratification as set forth herein.

NOW THEREFORE, the Amended Bylaws of the Association which were adopted in their entirety are hereby revised and updated as follows:

ARTICLE I

NAME AND LOCATION OF ASSOCIATION

Section 1.1 Name. The name of the Association is the Arizona Association of Manufactured Homeowners Inc.,

Section 1.2 Principal Office. The principal office of the Association in the State of Arizona is currently located at 2334 South McClintock Drive, Tempe, Arizona 85282-2674. The Association may change the location of its principal office as the Board of Directors may determine or as the affairs of the Association may require. The mailing address for the Association is 2334 South McClintock Drive, Tempe, Arizona 85282-2674.

ARTICLE II

DEFINITIONS

Section 2.1. The term "Manufactured/Mobile Home" means a dwelling unit built on a chassis and containing complete electrical, plumbing, and sanitary facilities, and designed to be installed on a temporary or permanent foundation for permanent living quarters and not less than 400 square feet when prepared for occupancy.

Section 2.2. The term “RV” means travel trailers, motor homes, or recreational vehicles and refers to a vehicular type unit which has its own motor power or is mounted on or drawn by another vehicle and which was not designed for permanent living, but which may be used for temporary or permanent living quarters.

Section 2.3. The term “Park Model” means a dwelling unit built on a chassis and containing complete electrical, plumbing, and sanitary facilities, designed to be installed on a temporary or permanent foundation for permanent living quarters and of no more than 400 square feet when prepared for occupancy.

ARTICLE III

PURPOSE

Section 3.1 Purpose. To protect, preserve and improve the welfare, rights and benefits of its members and enlighten the public to these purposes. Further, to monitor adverse legislation and promote bills favorable to AAMHO.

ARTICLE IV

MEMBERSHIP

Section 4.1 Qualification. Only Homeowners who are on title (Homeowner) of a manufactured home, park model or RV located on a rented or leased lot (Home Site) within a park shall be eligible for membership in the Association. A Homeowner may become a member of the Association (a “Member”) upon completion of the appropriate membership application form and the payment of the current annual membership fee. There may be up to two members per Home Site. A Member’s membership shall automatically terminate on the last day of the year in which the Member ceases to be a Homeowner or the Member’s earlier failure to renew the Member’s membership by failing to pay annual membership dues within sixty (60) days after the due date.

Section 4.2 Criteria. No person who holds a corporate interest in, or is an owner in whole or part of a park, or who is involved in the management of a manufactured home or RV park, shall be eligible for membership in the Association.

The Association (AAMHO) reserves the right to deny membership to individuals who have demonstrated conduct injurious to the Association or its purposes.

Any individual membership may be suspended or terminated for cause. Sufficient cause shall be willful violation of the AAMHO Bylaws or Policies, or any other conduct deemed prejudicial to AAMHO interests.

Section 4.3. Voting Rights. Each member shall be entitled to one (1) vote on each matter submitted to a vote of the Members at the Annual Meeting of Members or at a Special Meeting duly called.

Section 4.4 Good Standing. If a Member otherwise entitled to vote is not in compliance with the terms of the Association’s Articles of Incorporation or these Bylaws, the Board of Directors may, in

its sole discretion, certify that such a Member is not in good standing and such Member's right to vote shall be suspended until the delinquency, breach or violation is paid in full, cured or corrected.

Section 4.5 Transfer of Membership. Membership in the Association is inextricably and irrevocably connected with lease or rental of a Home Site by the Member and may not be transferred.

Section 4.6 Life Membership

Life Member: Nominations for Honorary Life Membership shall be made through the appropriate Chapters, District Directors, or directly to the AAMHO Board of Directors. Letters of nomination should be submitted to the President and Membership Director and must specifically address the Honorary Life Membership criteria outlined in the AAMHO Policy Manual

ARTICLE V

MEETINGS OF MEMBERS

Section 5.1 Annual Meeting of Members. An Annual Meeting of the Members of the Association shall be held prior to April 1 of each year on a date, time, and at a location as determined by the Board of Directors for the purpose of electing or announcing the results of the election of Officers and Directors and transacting such other business as may properly come before the meeting.

Section 5.2 Special Meetings. Special meetings of the Association may be called by the President, the Board of Directors, or by the President upon written request of twenty-five (25%) percent of the members entitled to vote. Notice of any special meeting may be given by generally accepted electronic means or be mailed to the last recorded address of each chapter park not less than twenty (20) days prior to the meeting date.

Section 5.3 Record Date. For any meeting of the Members the Board of Directors may fix a date not more than fifty (50) nor less than ten (10) days before the date of such meeting, as a record date for the determination of the Members of record entitled to vote at such meeting. If a record date has not been fixed in advance of a meeting as provided herein, the time of commencement of the meeting shall be deemed the record date.

Section 5.4 Place of Meeting. Meetings of the Members shall be held in the State of Arizona, at a suitable place designated by the Board of Directors

Section 5.5 Notice of Meetings. Notice stating the place, day and hour of the regular meeting of members or a special meeting of same may be distributed by generally recognized electronic means not less than ten (10) nor more than thirty (30) days prior to such meeting. The purpose for which a special meeting is called shall be stated in the notice and no business shall be transacted at such special meeting except as stated in the notice.

Section 5.6 Quorum. The presence in person or by proxy of those Members entitled to cast at least thirty per cent (30%) of the total votes of the Members present at a properly noticed meeting of Members shall constitute a quorum at any Annual or Special Meeting.

Section 5.7 Proxies. At any meeting of Members, any Member entitled to vote may vote by proxy executed in writing by the Member or by his duly authorized attorney-in-fact. Proxies may be granted only to another Member in good standing who is in attendance at the meeting, the Secretary of the Association or a member of the Board of Directors. Proxies shall be duly executed in writing and shall be valid only for that particular meeting designated therein or any adjournment thereof. All proxies must be filed with the Secretary prior to the commencement of the meeting for which they are given. Proxies shall be deemed revoked only upon the appearance in person of the Member granting the proxy at the meeting for which the proxy was granted or upon the actual receipt by the person presiding over the meeting of a notice of revocation signed by the Member who granted the proxy.

Section 5.8 Manner of Acting. A majority of the votes entitled to be cast on a matter to be voted upon by the Members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption thereof unless a greater proportion is required by statute or these Bylaws.

Section 5.9 Minutes. Minutes shall be taken at all meetings of Members. Copies of the approved minutes shall be available upon request for inspection by Members and Directors at all reasonable times.

Section 5.10 Voting by Electronic means or Mail. When Officers and Directors are to be elected or on any other matter which is submitted for a vote of the Members, such vote may be conducted by electronic means or mail in such manner as the Board of Directors may determine. Unless otherwise required by statute or these Bylaws, a majority vote of those voting by electronic means or mail shall be sufficient to elect directors or carry a matter put to such vote.

Section 5.11 Meeting Rules Meetings shall be conducted in accordance with parliamentary procedures set forth in Roberts Rules of Order and the Association Bylaws.

ARTICLE VI

BOARD OF DIRECTORS

Section 6.1 Powers and Duties. The affairs of the Association shall be supervised by its Board of Directors. The Board and Officers shall have the powers and duties necessary for the administration of the affairs of the Association and may do all such acts and things that are not required by statute or these Bylaws to be exercised or done by the Members. In addition to the powers and duties granted and imposed by statute, the powers and duties of the Board of Directors shall include, but are not limited to, the following:

- (A) Open bank accounts on behalf of the Association and designate the signatories thereon,
- (B) To do all things necessary to carry out and enforce the terms and provisions of the Articles of Incorporation and these Bylaws and to do all things and acts which in the sole discretion

- of its Board of Directors shall be deemed to be in the best interest of the Members of the Association in matters in accordance with the Articles of Incorporation and these Bylaws,
- (C) To approve committee appointments and to delegate to such committees the authority to carry out certain duties of the Board of Directors, to the extent permitted by statute and the Articles of Incorporation and these Bylaws,
 - (D) To estimate the amount of the annual budget, to provide the manner and time of assessing and collecting from the Members the annual membership dues provided for in these Bylaws;
 - (E) Levy and collect annual membership dues;
 - (F) To create, amend and maintain policies for the operation of the Association,
 - (G) To do all other acts and things required by applicable law or statute or authorized in the Articles of Incorporation and these Bylaws but not explicitly set out above; and
 - (H) In general, to do and perform such acts and things and to transact such business in connection with the foregoing objects and purposes as may be necessary or appropriate.

Section 6.2 Number and Qualifications of Directors. The number of Directors of the Association shall be not less than nine (9) nor more than twenty three (23) as determined from time to time by the Board of Directors. If the number of Directors is reduced, all Directors whose terms have not yet expired and who are in good standing shall be allowed to serve the balance of their terms. All Directors must be Members in good standing of the Association in accordance with the provisions of Article IV. Section 4.3. Full time employees of the owner of a park shall not be eligible to serve as a Director. If a Director shall fail to meet the qualifications of good standing or membership at any time during his/her term or shall become a full-time employee of the owner of a park, he or she will thereupon cease to be a Director and his or her place on the Board shall be deemed vacant.

Section 6.3 Terms and Term Limitation. The Membership Director, Park Model Director, Education Director, and Legislative Director shall be elected at the Annual Meeting of Members or appointed to the AAMHO board by the AAMHO Board of Directors. Directors shall be elected to and shall serve two year terms. No Director shall serve more than two (2) consecutive terms, or portions thereof in the same office. The Legislative Director, Membership Director and Education Director shall be elected in odd numbered years. The Park Model Director shall be elected in an even numbered year.

Section 6.4 Regular and Annual Meetings. An annual meeting of the Board of Directors may be held without other notice than this Bylaw, immediately after, and at the same place as, the annual meeting of Members. The Board of Directors may designate the time and place for additional regular meetings of the Board, provided, however, that there shall be at least four regular meetings of the Board each year. Directors who participate by conference call shall be deemed present. All procedures required to participate in person at such meetings shall be followed by those participating by conference call.

Section 6.5 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors. The person or persons authorized to call special

meetings of the Board of Directors may choose a convenient place and time for holding any special meeting of the Board of Directors called by them.

Section 6.6 Teleconference Meetings. Meetings of the Board of Directors may be held by conference telephone or other similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation at such meeting shall constitute presence in person at the meeting.

Section 6.7 Notice. Notice of any special meeting of the Board of Directors shall be given to all Directors at least three (3) days prior to said meeting by any generally accepted electronic means. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by statute or by the Bylaws.

Section 6.8 Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 6.9 Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless a greater number is required by law or by the Articles of Incorporation or these Bylaws.

Section 6.10 Attendance at Meetings. If any Director fails to attend three (3) or more successive meetings of the Board, including a special meeting of which such Director has been given notice as provided in Section 6.7, or misses four (4) or more meetings out of six (6) successive meetings of the Board, including special meetings of which such Director has been given notice as provided in Section 6.7, such Director shall, unless otherwise determined by two-thirds (2/3rds) of the Directors present at a meeting at which a quorum is present, be automatically removed as a Director.

Section 6.11 Removal. At any annual or special meeting of the Members duly called, any one or more of the Board of Directors may be removed from the Board for cause. A two-thirds (2/3) majority of the votes entitled to be cast by the Members present in person or by proxy at the meeting, is required for such a motion to be successful. A successor or successors may be nominated at the meeting but must be evaluated and approved by the AAMHO Executive Committee prior to election or appointment. A member of the Board of Directors elected or appointed shall be elected for the full unexpired term of the Director or Officer removed. Any member of the Board of Directors 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. Supporting documentation of the cause/s of action must be presented with the motion to remove said member/s of the Board of Directors.

Section 6.12 Removal or Disqualification. The Board of Directors may remove any director elected or appointed by the Board whenever in its judgement the actions of the director or officer are prejudicial to AAMHO interests and the best interests of the Association would be served thereby. Any member of the Board of Directors who ceases to be a member of the Association, who becomes a full-time employee of the owner of a Community or who ceases to be in good standing shall be automatically removed from office.

Section 6.12 Vacancies. Except as provided in Section 6.11, any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors shall be filled by the affirmative vote of a majority of the remaining Directors, even though less than a quorum, at the next regular or special meeting of the Board. A Director appointed to fill a vacancy shall be appointed for the full-unexpired term of his predecessor in office.

Section 6.13 Compensation. Directors shall not receive any compensation for their services as such. However, any Director may be reimbursed for his or her actual expenses incurred in the performance of his or her duties.

Section 6.14 Open Meetings. Notice of the time and place of all meetings of the Directors shall be given to all members by generally accepted electronic means, by US mail, or by any other reasonable means as determined by the Board of Directors. Except as otherwise provided herein or by statute, all meetings of the Directors shall be open to all Members of the Association and Members shall be permitted to attend and listen to the deliberations and proceedings; provided, however, that Members who are not Directors may not participate in any deliberation or discussion unless expressly authorized to do so by a vote of the majority of the Directors present. The foregoing notwithstanding, any meeting or portion of a meeting of the Board of Directors may be closed if, and only if, the closed meeting or portion thereof is limited to consideration of the following:

- (A) Employment or personnel matters of the Board of Directors or the Association,
- (B) Legal advice from an attorney for the Board of Directors or the Association,
- (C) Pending or contemplated litigation, or
- (D) Pending or contemplated matters relating to enforcement of the Association's Articles of Incorporation and these Bylaws.

ARTICLE VII

OFFICERS

Section 7.1 Officers. The officers of the Association shall be a President, one (1) or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer, an Immediate Past President and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one

or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority to perform the duties prescribed, from time to time, by the Board of Directors. All officers of the Association must be Members in good standing of the Association. Full time employees of the owner of a Community may not serve as officers. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary.

Section 7.2 Election and Term of Office. The officers of the Association shall be elected to a two-year term by the Members at the regular Annual Meeting of the Members. No officer may serve more than two consecutive terms in the same office. Each officer shall hold office until his successor shall have been duly elected and qualified.

The President shall be elected in an odd numbered year. The Vice President, Secretary, and Treasurer shall be elected in even numbered years.

If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. New offices may be created and filled at any meeting of the Board of Directors. Any member in good standing who meets the stated criteria for the position sought is eligible to run for office.

Section 7.3 Removal or Disqualification. The Board of Directors may remove any officer elected or appointed by the Board of Directors for conduct prejudicial to AAMHO interests whenever in its judgement the best interests of the Association would be served thereby. Any officer who ceases to be a member of the Association, who becomes a full-time employee of the owner of a park or who ceases to be in good standing shall be automatically removed from office.

Section 7.4 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 7.5 President. The President shall be the principal executive officer of the Association and shall, in general, supervise and control all the business and affairs of the Association. The President shall preside at all meetings of the Members and of the Board of Directors. The President shall have the power to appoint committee chairs and members with the approval of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the Association authorized by the Board of Directors, any contracts, or other instruments that the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Association. The President shall be an ex-officio member of all committees.

Section 7.6 Vice President. In the absence of the President or in the event of the President's inability or refusal to act, the Vice President (or in the event there be more than one (1) Vice President, the Vice Presidents in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice

President shall perform such other duties as from time to time may be delegated or assigned by the President or by the Board of Directors.

Section 7.7 Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association; shall ensure that receipts are given for monies due and payable to the Association from any source whatsoever, and that all such monies are deposited in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; and, in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be delegated or assigned by the President or by the Board of Directors.

The Treasurer shall be responsible for ensuring that an accurate record and identification of monies received from any source, including the payment of association dues is kept. If required by the Board of Directors, the Treasurer shall give, at the Association's expense, a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine.

Section 7.8 Secretary. The Secretary shall keep the minutes of the meetings of the Members and of the Board of Directors through generally recognized electronic means, record same in any book of record, post copies of such minutes as directed by the President, and shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law. The Secretary shall ensure that the Association's records are kept in a safe and secure place, and that a register of the post-office addresses of each member shall likewise be kept in a secure environment at the Association's place of business or at another site designated by the Board of Directors. The Secretary shall in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be delegated or assigned by the President or by the Board of Directors.

Section 7.9 Immediate Past President. The Immediate Past President shall perform such duties and responsibilities as may be assigned by the President or the Board of Directors. The Immediate Past President shall have voice but not vote in board deliberations.

Section 7.10 Assistant Treasurers and Secretaries. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or Board of Directors. If required by the Board of Directors, the Assistant Treasurers shall give, at the Association's expense, bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine.

Section 7.11 Compensation. No officer shall receive any compensation from the Association for acting as an officer of the Association. However, any officer may be reimbursed for his or her actual expenses incurred in the performance of his or her duties.

ARTICLE VIII
COMMITTEES

Section 8.1 Committees: The following standing committees shall be established: Executive Committee, Membership Committee, Finance Committee and Nominating Committee. The President with the approval of the Board of Directors shall designate and appoint the chairs of these and other standing or ad hoc committees as shall be appointed, which committees, to the extent provided by the board shall have and exercise the authority given to them by the Board of Directors in the operation of the Association, except that no such committee shall have the authority to amend, alter or repeal these Bylaws; elect, appoint or remove any Director or Officer of the Association; amend the Articles of Incorporation; authorize the voluntary dissolution of the Association or revoke proceedings therefor; adopt a plan for the distribution of the assets of the Association; or amend, alter or repeal any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed by law.

Section 8.2 Executive Committee

8.2.a The Executive Committee shall be comprised of the President, Vice-President, Secretary, Treasurer, Legislative Director, Education Director, Membership Director and Park Model Director.

8.2.b The Executive Committee shall, in the interim between meetings of the Board of Directors, act for the Board in conduct of Association affairs and business.

8.2.c The Executive Committee shall meet as frequently as AAMHO affairs require, at such time and place as they may select.

8.2.d Special meetings of the Executive Committee shall be held whenever called by the President, or by at least two (2) Committee members at such time and place as may be specified. Notice shall be given at least three (3) days prior according to the provisions of Article VI, Section 6.7 except where emergency action is required in which case members may be notified by telephone or email.

8.2.e Emergency meetings of the Executive Committee shall allow for members being polled by phone and/or email by the President or any other Committee member to determine their opinion when an emergency decision is required. Any official action must still be recorded as a special meeting of the Committee.

8.2.f Quorum: A majority of the Committee in attendance in person or by conference call shall constitute a quorum.

Section 8.3 Membership Committee.

8.3.a The Membership Committee shall consist of at least two (2) Members of the Association. A committee member may, but need not, be an officer or Director of the Association. The Board of Directors may increase the number of members on the Membership Committee.

8.3.b It shall be the duty of the Membership Committee to educate the residents of Manufactured Home, Park Model and RV Parks as to the purposes of the Association and the benefits of membership. The Membership Committee shall be responsible for promoting membership growth and AAMHO educational programs.

Section 8.4 Nominating Committee.

8.4.a The Nominating Committee shall consist of a Chair who shall be appointed by the President with the approval of the board and at least two (2) members of the Association from different Districts. The committee shall be appointed at least three (3) months prior to the date of the annual Members meeting. A committee member may, but need not, be an Officer or Director of the Association. The Board of Directors may increase the number of members on the Nominating Committee. The President shall serve as an ex-officio member of the Nominating Committee.

8.4.b It shall be the duty of the Nominating Committee to select and provide to the Executive Committee for approval the slate of nominees for election and present for consideration and vote of the Members a single slate of qualified officer and director candidates to be elected at the next annual Members meeting.

ARTICLE IX

BUDGET AND ANNUAL ASSESSMENTS

Section 9.1 Annual Budget. Not later than thirty (30) days prior to the beginning of each fiscal year, the Finance Committee in conjunction with the Treasurer and Board of Directors shall cause to be prepared an estimated annual budget for the upcoming fiscal year of the Association. The budget shall consider the estimated cash requirements for the year needed to effectively maintain the Association and all other amounts that the Board of Directors may deem necessary or determine appropriate for the operation, administration, and maintenance of the Association.

Section 9.2 Regular Assessments. The Board shall approve the estimated annual budget for each fiscal year, and the Board shall furnish a copy to each Member by general accepted electronic means. The Board shall determine the amount of the annual membership dues and shall provide notice those dues to every Member. The Board shall not levy annual membership dues that are more than twenty percent (20%) greater than the immediately preceding fiscal year's annual membership dues without the approval of a majority of the Members of the Association.

The Board shall give notice of the annual membership dues to each Home Owner Member at or before the annual meeting of Members. The failure to give such notice shall not affect the validity of the annual membership dues established by the Board nor relieve any member from his or her obligation to pay annual membership dues. If the Board determines during any year that the funds budgeted for that period are, or will, become inadequate to meet all Association expenses for any reason, including, without limitation, nonpayment of annual membership dues by members, it may, subject to the twenty percent (20%) limit set forth in Section 8.2 above, increase the annual membership dues for that year and the revised annual membership dues shall commence on the date designated by the Board.

ARTICLE X

NEGOTIABLE INSTRUMENTS

Section 10.1 Signatures on Checks, Etc. All checks, drafts, orders for payment of money, and negotiable instruments shall be signed by an Officer or officers of the Association as the Board of Directors may from time to time prescribe unless the Board shall authorize another signer who is not an Officer.

ARTICLE XI

RECORDS

Section 11.1 Records. The Board of Directors in conjunction with the Secretary will keep records of all actions of the Board of Directors, as well as minutes of the meetings of the Board of Directors, minutes of the meetings of the Members, minutes of Executive Committee meetings and financial records including a record of all receipts and disbursements.

Section 11.2 Access to Records. The Association shall make the approved minutes and bylaws of the Association reasonably available for examination and copying by a Member or his/her authorized agent. The Association may charge a reasonable fee for the time and costs of copying Association records. Association records may be withheld from disclosure to the extent that the portion withheld relates to any of the following:

- (A) Personnel matters or medical records;
- (B) Communication between an attorney for the Association and the Association;
- (C) Pending or contemplated litigation, or;
- (D) Meeting minutes or other records of a session of a meeting of the Board of Directors that is not required to be open to all Members pursuant to statute or Section 5.14 of these Bylaws.

ARTICLE XII

FISCAL YEAR

Section 12.1 Fiscal Year. The fiscal year of the Association shall be from the first day of January through the last day of the succeeding December.

ARTICLE XIII

MISCELLANEOUS

Section 13.1 Notices. All notices required or permitted to be sent to the Board of Directors will be sent by first-class mail, or by generally accepted electronic means to the office of the Association as set forth herein, or to such other address as the Board may, from time to time, designate. All notices required or permitted to be sent to any Member will be sent by first-class mail, or generally accepted electronic means to such address as the Member may have designated in writing to the Board of Directors. All notices will be deemed to have been given when mailed.

Section 13.2 Waiver. No restriction, condition, obligation, or provision contained in these Bylaws will be deemed to have been abrogated or waived because of any failure to enforce it, irrespective of the number of violations and failures to enforce that may occur.

Section 13.3 Invalidity. If any provision or provisions of these Bylaws is or are declared invalid, the invalidity will in no way impair or affect the validity, enforceability, or effect of the remaining provisions of these Bylaws.

Section 13.4 Captions. Captions are inserted in the Bylaws for convenience and reference only, and will not be taken in any way to limit or describe the scope of these Bylaws or any provision thereof.

ARTICLE XIV

CONFLICTS

Section 14.1 Conflicts. In case of conflict between these Bylaws and the Articles of Incorporation, the Articles shall control. If any provision of these Bylaws is less restrictive than the Articles of Incorporation when dealing with the same subject, the more restrictive provisions of the Articles of Incorporation shall be applicable in the same manner as if included in the provisions of these Bylaws.

ARTICLE XV

DISSOLUTION

Section 15.1 Dissolution. If there are Members entitled to vote on dissolution, the Board of Directors shall adopt a resolution recommending that the Association be dissolved and directing that the question of such dissolution be submitted to a vote at a meeting of those Members which may be either an annual or a special meeting. Notice stating that the purpose, or one of the purposes, of such meeting is to consider the advisability of dissolving the Association shall be given by generally accepted electronic means or by mail to each Member entitled to vote at such meeting of members. A resolution to dissolve the Association may be adopted only by act of the Members. If there are no Members entitled to vote on dissolution, the dissolution of the Association may be authorized by act of the Board of Directors. Voluntary dissolution shall comply in all respects with A.R.S. 10-11401 *et seq.*

Upon dissolution of the Association any funds remaining after all authorized debts are paid shall be distributed to one or more qualified organizations as specified in the Articles of Incorporation, as agreed upon by the AAMHO Board of Directors.

ARTICLE XV

AMENDMENTS

Section 16.1 Amendments. Any amendment of these Bylaws shall be adopted by two-thirds (2/3) vote of the Members present at any meeting at which a quorum is present, provided notice of the proposed amendment shall have been given to Members by generally accepted electronic means or by mail at least thirty (30) days prior to the meeting.

IN WITNESS WHEREOF, these Bylaws of the Arizona Association of Manufactured Home Owners Inc. are adopted as set forth above.

_____, President

CERTIFICATION OF BYLAWS
OF THE
ARIZONA ASSOCIATION OF MANUFACTURED HOME OWNERS INC.
REVISED December 14, 2017

WHEREAS, the Arizona Association of Manufactured Home Owners Inc. (the "Association") was incorporated as a nonprofit corporation in the State of Arizona on February 11, 1987

WHEREAS, A.R.S. 10-3101, *et seq.* vests the authority to adopt initial bylaws in the Board of Directors; and

WHEREAS, at a meeting of the Board of Directors duly called and held on December 6, 1986 a majority of the Directors present voted in favor of adopting the original Bylaws herein incorporated

NOW THEREFORE, the Bylaws of the Association are hereby revised and updated in their entirety as follows:

SECRETARY'S CERTIFICATE

The undersigned does hereby certify that:

She/he is the duly elected Secretary of the Arizona Association of Manufactured Home Owners Inc., an Arizona nonprofit corporation; and

The foregoing Bylaws constitute the revised Bylaws of the Arizona Association of Manufactured Home Owners Inc. as approved by a majority of the Directors present at a meeting duly called and held on December 14, 2017 and adopted by the Delegates at the Annual Meeting of Delegates held February 24th, 2018.

IN WITNESS WHEREOF, the undersigned has hereunto set his/her hand as of this date of _____ 2018.

_____, Secretary