

THE DOBSON ASSOCIATION, INC.
AMENDED AND RESTATED BYLAWS

**Adopted by the Board of Directors of The
Association January 23, 2020**

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**THE DOBSON ASSOCIATION, INC.
AMENDED AND RESTATED BYLAWS**

**ARTICLE I
NAME AND LOCATION**

The name of the corporation is THE DOBSON ASSOCIATION, INC. hereinafter referred to as the "Association". The principal office of the corporation shall be located at 2719 S Reyes, Mesa, AZ 85202, but meetings of Members and Directors may be held at such places within the State of Arizona, County of Maricopa, as may be designated by the Board of Directors (hereafter referred to as Board).

**ARTICLE II
DEFINITIONS**

2.1 Definitions. Any terms not defined herein shall have their meanings as set forth in the Declarations.

2.1.1 "Articles" shall mean the Articles of Incorporation of the Association, as amended from time to time.

2.1.2 "Association" shall mean and refer to THE DOBSON ASSOCIATION, INC., its successors and assigns.

2.1.3 "Bylaws" shall mean these Bylaws of the Association as amended from time to time.

2.1.4 "Declaration" shall mean and refer to the Dobson Ranch Common Area Declaration of Covenants, Conditions, and Restrictions and the various declarations of covenants, conditions and restrictions governing the residential areas of the Properties recorded in the Office of the Maricopa County Recorder, Phoenix, Arizona.

2.1.5 "Director" means a Member of the Dobson Association Board.

2.1.6 "Executive Director" means chief operating manager of the Association.

2.1.7 "Good Standing" means current with Association assessments plus no outstanding violations of the Governing Documents.

2.1.8 "Governing Documents" means the Declaration, Articles, Bylaws, rules, regulations, guidelines, resolutions, policies, and any other documents governing the Association.

2.1.9 "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration (also referred to as "homeowner").

2.1.10 "Officer" means a Member of the Dobson Association Board serving on the Board and elected to an officer position.

ARTICLE III
PROPERTY RIGHTS: RIGHTS OF ENJOYMENT

Each Member shall be entitled to the use and enjoyment of the Common Area and facilities as provided in the Declaration. Any Member may delegate their rights of enjoyment of the Common Area and facilities to the members of their family, their tenants or contract purchasers, who reside on the property. Such Member shall notify the Association in writing of the name of any such delegate. The rights and privileges of such delegate are subject to suspension to the same extent as those of the Member. Tenants shall in all respects be subject to the renter's policy as set by the Board.

ARTICLE IV
MEETING OF MEMBERS

4.1 Annual Meetings. The annual meeting of the Members shall be held on the second Tuesday in April, at the hour of 2:00 o'clock P.M. or such other time as may be set by the Board. If the day for the annual meeting of the Members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

4.2 Special Meetings. Special meetings of the Members may be called at any time by the President or by the Board, or upon written request of the Members who are entitled to vote one-tenth (1/10) of all of the total votes of Members.

4.3 Notice of Meetings. Written notice of each meeting of the Members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting, by hand-delivering or mailing a copy of such notice, postage prepaid, not fewer than ten (10) and not more than fifty (50) days before such meeting to each Member entitled to vote thereat, addressed to the Member's address last appearing on the books of the Association, or supplied by such Member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and the purpose(s) of the meeting. The failure of any Member to receive actual notice of a meeting of the Board does not affect the validity of an action taken at the meeting.

4.4 Waiver of Notice. Any Member may waive, in writing, notice of any meeting of the Members, either before or after such meeting. Attendance at a meeting by a Member shall be deemed waiver by such Member of notice of the time, date, and place thereof, unless such Member specifically objects to lack of proper notice at the time the meeting is called to order. Attendance at a special meeting also shall be deemed waiver of notice of all business transacted at such meeting unless an objection on the basis of lack of proper notice is raised before the business is put to a vote.

4.5 Quorum. The presence at the meeting of Members entitled to cast one-tenth (1/10) of the votes of the membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, these Bylaws, or applicable law. Votes cast by absentee ballot or other form of delivery, including the use of e-mail, electronic voting, and fax delivery, are valid for the purpose of establishing a quorum.

4.6 Voting. Members' voting rights shall be as set forth in the Declaration, and such voting rights provisions are specifically incorporated by this reference. Except as provided below for cumulative voting, each Member shall have one (1) vote for each Lot owned; the Owners of each Lot shall be entitled to one (1) vote among them regardless of the number of persons or entities who may own such Lot. In the case of cumulative voting, each Lot shall be allocated the same number of votes as positions open, and there shall be one (1) ballot for each Lot. The vote or votes for each such Lot must be cast as a unit, and fractional votes shall not be allowed. In the event joint Owners are unable to agree among themselves as to how their vote or votes shall be cast, they shall lose their right to vote on the matter in question. If any Owner casts a ballot representing a certain Lot, it will thereafter be conclusively presumed for all purposes that he was acting with the authority and consent of all other Owners of the same Lot. In the event more than one ballot is cast for a particular Lot, none of the votes shall be counted and the votes shall be deemed void.

4.7 Conduct of Meetings. The President or their delegate shall preside over all meetings of the Association, and the Secretary or their delegate shall keep the minutes of the meetings and record all resolutions adopted and all other transactions occurring at such meetings. The Board may place reasonable time restrictions on those persons speaking during the meeting and may limit the number of persons speaking on each side of an issue.

4.8 Member Action Without A Meeting. Except as provided by law, any action required or permitted to be taken that requires Member approval may be taken without a meeting, by written consent, as evidenced by one or more written consents describing the action taken, signed by Members representing a majority of the voting power of the Membership, as defined by law (or such greater percentage as may be required hereunder or in the Articles or Declaration for the action taken hereunder), and filed with the minutes or corporate records. Action taken by written consent is effective when the last Member (of the number required for the action) signs the consent, unless the consent specifies a different effective date. A signed consent has the effect of a meeting vote and may be described as such in any document.

ARTICLE V

BOARD OF DIRECTORS: SELECTION, TERM OF OFFICE

5.1 Board as Governing Body. The Association's affairs shall be managed by a Board of Directors, which shall serve as the Association's corporate policy-making body. All Association powers and authority shall be exercised by the Board except for such powers that are reserved to the Members per the Articles, Declaration, these Bylaws, or applicable law. Each Director shall have one equal vote.

5.2 Number and Qualifications. There shall be nine (9) Directors on the Board. Each Director and each candidate for election to the Board: (a) shall be at least eighteen (18) years of age; (b) shall not be a paid employee of the Association; and (c) if a Member, shall be a Member in Good Standing. No more than one representative from a particular Lot may serve on the Board at the same time.

5.3 Term of Office. Directors shall serve three (3) year, staggered terms. At each annual meeting, the Members shall elect Directors to replace those Directors whose terms have expired, and all such Directors shall be elected for a term of three (3) years, except that the Board shall have the right to cause a Director to be elected for less than a three (3) year term if it becomes necessary

to re-establish the staggered terms. Unless removed pursuant to Article 5, Section 5.4, despite the expiration of a Director's term, a Director shall continue to hold office until the Director's successor is determined per Section 6.5.

5.4 Removal. The Members may remove any Director through the process set forth in Arizona Revised Statutes §33-1813, as may be amended. If less than a majority of the Board members are removed, vacancies shall be filled in accordance with the provisions in these Bylaws for filling vacancies on the Board. If a majority of the Board members or all of the Board are removed, the Association Members will elect their replacements at a duly called special meeting of the Members, which shall be held in accordance with the time frame required by law. Should all Board Members be removed, the Executive Director shall continue to operate the day-to-day business of the Association, independently of Board direction, until a new Board is seated. A member of the Board who is removed is not eligible to serve on the Board again until after the Board member's original term has expired.

5.5 Compensation. No Director shall receive compensation for any service they may render to the Association. However, any Director may be reimbursed for their actual expenses incurred in the performance of their duties.

5.6 Mandatory Indemnification. The Association shall indemnify any person who incurs expenses or liabilities by reason of the fact that he or she is or was an Officer, Director, committee member, or agent of the Association. This indemnification shall be mandatory in all circumstances in which indemnification is permitted by law; provided, however, the Association shall have the right to refuse indemnification if the person to whom indemnification would otherwise have been applicable shall have unreasonably refused to permit the Association, at its own expense and through counsel of its own choosing, to defend him or her in the action.

5.7 Limitation of Director Liability. In accordance with the provisions of the Arizona nonprofit corporation act (set forth at A.R.S. § 10-3101 et seq., as may be amended from time to time), each Director shall be immune from civil liability and shall not be subject to suit indirectly or by way of contribution for any act or omission resulting in damage or injury if such Director was acting in good faith and within the scope of his or her official capacity (which is any decision, act, or event undertaken by the Association in furtherance of the purpose or purposes for which it is organized) unless such damage or injury was caused by willful and wanton or grossly negligent conduct of the Director. This provision intends to give all Directors the full extent of immunity available under the Arizona nonprofit corporation act.

ARTICLE VI

ELECTION OF DIRECTORS

6.1 Declaration of Candidacy. Prior to each election of Directors, the Board shall prescribe the opening and closing dates of a reasonable filing period in which all eligible persons who have an interest in serving as a Director may file as a candidate for such positions. The Board shall establish such other rules and regulations as it deems appropriate to conduct the nomination of Directors in a fair, efficient, and cost-effective manner.

6.2 Election. Election to the Board shall be by secret written ballot (which may be submitted via paper and/or electronic ballot, as determined by the Board). 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 permitted. Individual voting information is kept secret by an independent third party.

6.3 Withdrawal. In the event of the withdrawal of an announced candidate, a reasonable attempt shall be made to make proper notification of the situation to the Members through the Association publications or other means deemed reasonable by the Board. Should the withdrawn candidate be included on the ballot, the votes cast for that person will be used for quorum purposes only.

6.4 Resignation. Any Director may resign at any time by giving written notice to the Board, the President, the Secretary, or the Executive Director. Unless otherwise specified therein, such resignation shall take effect upon its receipt. A resignation may not be withdrawn or rescinded except by a vote of a majority of the Board.

6.5 Board Vacancies. In the event of a Board vacancy resulting from a Board Member resignation, removal, disqualification, or death, the Board shall, to the extent reasonably practicable, appoint an individual to fill the unexpired term. Appointment shall be by majority vote of the Directors at an open Board meeting.

ARTICLE VII

BOARD OF DIRECTORS: MEETINGS

7.1 Regular Meetings. Regular meetings of the Board shall be held at such place and hour as may be fixed from time to time by resolution of the Board.

7.2 Special Meetings. Special meetings of the Board shall be held when called by the President of the Association or by any two Directors.

7.3 Notice. Notice of the time and place of regular meetings of the Board of Directors shall be given to each Director, personally or by mail, e-mail, telephone, or other legally-recognized electronic means at least forty-eight (48) hours in advance of the meeting. Notice of regular meetings of the Board shall be given to Members at least forty-eight (48) hours in advance of the meeting by newsletter, conspicuous posting, or any other reasonable means as determined by the Board of Directors. Notice of the time and place of special meetings of the Board of Directors shall be given to each Director, personally or by mail, e-mail, telephone, or other legally-recognized electronic means at least forty-eight (48) hours in advance of the meeting unless emergency circumstances necessitate a meeting before forty-eight (48) hours' notice can be given. Such notice shall specify the time and place of the meeting and the nature of any special business to be considered. Notice of special meetings of the Board shall be given to Members at least forty-eight (48) hours in advance of the meeting by newsletter, conspicuous posting, or any other reasonable means as determined by the Board of Directors, unless emergency circumstances necessitate a meeting before forty-eight (48) hours' notice can be given.

7.4 Open Meetings; Agenda. Except in those instances enumerated by law when the Board may hold a closed meeting or executive session, all meetings of the Association and the Board shall be open to all Members to attend and listen, and Members shall be given an opportunity to speak

before the Board takes action on an issue. An agenda will be available to all Members attending a Board meeting.

7.5 Quorum. A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board. A Director may only vote in person; Directors are not permitted to vote by proxy.

7.6 Directors' Means of Participation in Board Meetings. Meetings of the Board of Directors may be held by means of telephone conference 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. Furthermore, for any Board meetings open to the Members, the means of communication must also allow Members to hear all parties who are speaking during the meeting.

7.7 Action Taken Without a Meeting. Unless otherwise expressly restricted by statute, the Declaration, the Articles, or these Bylaws, the Directors shall have the right to take any action in the absence of a meeting which they 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 directors. Any action so taken shall be entered into the minutes of the next Board meeting.

ARTICLE VIII **BOARD OF DIRECTORS POWERS**

8.1 Powers. The Board shall have the power to execute duties necessary for the administration of the Association's affairs and for performing all responsibilities and exercising all rights of the Association as set forth in the Governing Documents, and as provided by law. The Board may do or cause to be done on behalf of the Association all acts and things except those the Governing Documents or Arizona law require to be done and exercised exclusively by the Members or the Membership generally. Without limiting the generalities of the foregoing, the Board shall have the power to:

8.1.1 supervise the Executive Director of this Association, and to see that their duties are properly performed;

8.1.2 levy and collect assessments from Members as provided in the Declaration;

8.1.3 issue, or to cause to be issued, upon demand by any person acquiring an interest in any Lot, a lienholder, escrow agent, Owner, or person designated by an Owner, a certificate setting forth whether any assessment has been paid. Such certificate will be provided within the time period required by law. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

8.1.4 procure and maintain adequate property, liability, and hazard insurance on property owned by the Association;

8.1.5 cause all Directors, Officers, and employees having fiscal responsibilities to be bonded or insured, as it may deem appropriate;

8.1.6 cause the Common Area to be maintained in accordance with the Declaration.

8.1.7 provide support to the Dobson Ranch Architectural Committee and any other committee created by the Board in carrying out its responsibilities.

8.1.8 adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the Members and their guests thereon, and to establish penalties for the infraction thereof;

8.1.9 suspend the voting rights and right to use of the recreation facilities of a Member during any period in which such Member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended, after notice and hearing, for a period not to exceed sixty (60) days for infraction of published rules and regulations;

8.1.10 contract with any party for the performance of various duties and functions as they deem necessary, and to prescribe their duties;

8.1.11 hire, employ, direct, and dismiss the Executive Director, whether as an independent contractor or as an employee, necessary to perform such services and duties as the Board may direct, including, but without limitation, any of the duties granted to the Board by these Bylaws or any of the duties granted to the Officers of the Association by these Bylaws. The Board shall have the power to delegate any of such duties to the Executive Director subject to such limitations and restrictions upon the exercise of those duties by the Executive Director as the Board may deem necessary and advisable. Notwithstanding the above, matters relating to the job performance of, compensation of (whether salary or bonuses), health records of or specific complaints against all employees shall be discussed and approved by the Board in executive session.

8.1.12 initiate legal action on behalf of the Association and its Members for the enforcement of any of the covenants, conditions, or restrictions contained in the Declaration.

8.1.13 create one or more committees, appoint persons to serve on the committees, and appoint committee chairs. Standing committees' duties and responsibilities are promulgated and defined by committee charters.

ARTICLE IX

OFFICERS AND THEIR DUTIES

9.1 Enumeration of Officers. The Officers of this Association shall be a President, a Vice President, a Secretary and a Treasurer and such other Officers that the Board may from time to time by resolution create. Each Officer shall be a member of the Board and be a Member of the Association.

9.2 Election of Officers. The election of Board Officers shall take place annually following each year's Association Member annual meeting, at an open Board meeting, at a time and location determined by the Board, but no later than the end of May each year.

9.3 Term. The Officers of this Association shall hold office until the subsequent annual election of the Officers unless they shall sooner resign or shall be removed, are otherwise disqualified to serve, or upon death.

9.4 Special Appointments. The Board may elect such other Officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

9.5 Resignation and Removal. Any Officer may be removed from Officer position with or without cause by a majority of the Board. Any Officer may resign at any time by giving written notice to the Board, the President, the Secretary, or the Executive Director. A resignation shall become effective immediately and may not be withdrawn or rescinded except by a vote of a majority of the Board.

9.6 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 they replace.

9.7 Multiple Offices. The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 9.4 of this Article.

9.8 Duties. To the extent that such duties are not assigned or delegated to the Executive Director or other staff, the duties of the Officers are as follows:

9.8.1 President. The President shall be the signatory authority of the Association for items directed by the Board, shall serve as chairperson of the Board of Directors (including setting the agenda and calling meetings), and serve as the spokesperson for the Board on affairs of the Association. The President shall have the authority to directly administer all matters not expressly delegated or assigned to the Executive Director, managing agent(s), and/or others.

9.8.2 Vice President. The Vice President shall act in the place and stead of the President in the event of their absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of them by the Board.

9.8.3 Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; serve notice of meetings of the Board and of the Members; keep appropriate current records showing the Members of the Association together with their addresses, and shall perform such other duties as required by the Board. In the Secretary's absence, any Officer directed by the Board shall perform all duties incident to the office of Secretary.

9.8.4 Treasurer. The Treasurer shall be a voting member of the Budget and Finance Committee. The Treasurer shall have primary responsibility for preparation of the budget as provided for in the Declaration and may delegate all or part of the preparation and notification duties to a finance committee, Executive Director, and/or other managing agent(s). The Treasurer reports to the Board at regular Board meetings on the state of the Associations' finances based on

this information. The Treasurer shall perform all the duties of the office and other such duties as may from time to time be assigned by the Board.

9.9 Nomination and Voting Limitation. A member of the Board shall not be permitted to nominate or vote for an employee, business associate, spouse, parent, child, or relative, or any unrelated person resident in their household, in an election of Officers (this shall only apply to the offices of Secretary and Treasurer).

ARTICLE X COMMITTEES

10.1 Committees. The Board may create committees by resolution and appoint Directors and/or other persons to serve on them. Each committee shall have members as stated in their charter and each member of a committee shall operate in accordance with the terms of such resolution of the Board and is subject to removal by the Board.

ARTICLE XI BOOKS AND RECORDS

Other than records that may be withheld pursuant to A.R.S. § 331805(B), the Governing Documents and other books, records and papers of the Association shall, within the time frame prescribed by law, be subject to inspection by any Member, or person designated by the Member in writing as the Member's representative. Copies may also be purchased at a reasonable cost, within any applicable limits established by applicable law. Governing documents are also available on the Association website. Access to records shall be in accordance with Association policy and consistent with applicable law. In addition, the Board shall cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the Members at the annual meeting of the Members, or at any special meeting when such statement is requested in writing by one-tenth (1/10) of the Members who are entitled to vote.

ARTICLE XII AMENDMENTS

12.1 Amendments. These Bylaws may be altered, amended or repealed by the Board at any regular or special meeting of the Board.

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

ARTICLE XIII FISCAL YEAR

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year.

ARTICLE XIV
MONETARY FINES

The Board is hereby empowered and authorized to adopt and implement any such monetary fines, after giving the Owner notice and an opportunity to be heard, as are deemed necessary and/or beneficial to enforce Board policies and Association Governing Documents. Fines may be imposed be imposed for, among other things, violations of the Declaration, Articles, Bylaws, rules, regulations, guidelines, resolutions, policies, and any other documents governing the Association.

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CERTIFICATION

The Vice President of the Association hereby certifies that the amendments contained in these Amended and Restated Bylaws were duly adopted by the Board of Directors at a meeting of the Board.

DATED this 24 day of January, 2020.

THE DOBSON ASSOCIATION, INC.

By: Allen Johnson

Name: Allen Johnson

Its: Vice President