

**AMENDMENT TO BYLAWS OF ZAHARA PROFESSIONAL OFFICES  
OWNERS ASSOCIATION**

**RECITALS**

WHEREAS, the Association executed and duly adopted the Bylaws of Zahara Professional Offices Owners Association ("Bylaws") and amendments thereto;

WHEREAS, Article 1, Section 1.6 of the Bylaws states that these Bylaws may only be amended, at a regular or special meeting of the Members, by a vote of the Members holding more than fifty percent (50%) of the votes in the Association;

WHEREAS, Article 3, Section 3.1 of the Bylaws state that the Board of Directors must be comprised of Directors, a majority of who must be Unit Owners;

WHEREAS, Article 3, Section 3.2 of the Bylaws states that all directors elected by the Members shall be elected for a term of two (2) years;

WHEREAS, the Board desires to amend the Bylaws to permit only one Director on the Board per entity owner, regardless of the number of units owned by the entity;

WHEREAS, the Board desires to amend the Bylaws to change the length of term for directors to three (3) years and create staggered terms for the directors.

**AMENDMENT**

NOW, THEREFORE, the Members, having met in a duly noticed Meeting in which a quorum of Members was present, and by affirmative vote of the Members holding more than fifty percent (50%) of the votes in the Association, hereby adopt the following Amendment to the Bylaws:

The Bylaws of Zahara Professional Offices Owners Association, and any amendments thereto, shall remain in full force and effect, with the exception of the provision noted herein.

Article 3, Section 3.1 is hereby amended to read as follows:

**3.1 Number.** The affairs of this Association shall be managed by a board of directors. The minimum number of directors shall be three (3). The maximum number of directors shall be five (5). The number of directors may be changed from time to time by the Board of Directors within the minimum and maximum number of directors prescribed in this Section, but the number of directors must always be an odd number. The Unit Owners shall elect the Board of Directors, a majority of whom must be Unit Owners. Any entity owning a Unit or Units within the Association may only have one individual from that entity on the Board of Directors, regardless of the number of Units owned.

Article 3, Section 3.2 is hereby amended to read as follows:

**3.2 Term of Office.** The terms for directors on the Board shall be staggered. At the next meeting of the members following the adoption of this section, three (3) directors shall be elected. The candidate with the most votes shall be elected to a term of three (3) years. The candidate with the second most votes shall be elected to a term of two (2) years. The candidate with the third most votes shall be elected to a term of one (1) year. Directors elected at all subsequent meeting of the members shall replace those directors whose term is expiring and shall be elected to a term of three (3) years, causing the directors on the board to have staggered terms. Despite the expiration of a director's term, a director shall continue to hold office until the director's successor is elected, designated or appointed and qualified, until the director's resignation or removal or until there is a decrease in the number of directors. The Board shall ensure these staggered terms continue in the event the number of directors is increased or decreased pursuant to Section 3.1 of these Bylaws.

**Certificate of Adoption**

I HEREBY CERTIFY that the foregoing is true and correct and was regularly presented to and adopted by the Members at a duly noticed special meeting of the Members. I further certify that all requirements for this amendment as set forth in the Recitals were met.

DATED this 24<sup>th</sup> day of AUGUST, 2020.

Zahara Professional Offices Owners Association

  
By: CLINT GOODMAN  
Its: PRESIDENT