

**FIRST AMENDMENT TO THE BYLAWS OF
SOUTHERN ENCLAVE HOMEOWNERS ASSOCIATION**

WHEREAS, the Southern Enclave Homeowners Association (“Association”) is governed by the Bylaws of Southern Enclave Homeowners Association (“Bylaws”);

WHEREAS, pursuant to Article I, Section 1.6 of the Bylaws and Arizona Revised Statute §10-11020 and §10-11003, the Bylaws may be amended with the affirmative vote of two-thirds (2/3) of the votes cast at the meeting called for that purpose or a majority of the votes in the community, whichever is less.

WHEREAS, at least two-thirds (2/3) of members voting at the meeting called for this purpose voted to approve the proposed amendments to the Bylaws.

NOW, THEREFORE, the Bylaws are amended as follows:

1. Sections 3.1 and 3.2(a) of the Bylaws are hereby deleted in their entirety and replaced with the following language:

3.1. Number and Terms.

(a) The affairs of this Association shall be managed by a board of directors. The Board shall consist of not less than three (3) directors and not more than five (5) directors as determined by the Board. The Board may vote to adjust the number of directors so long as it maintains an odd number of directors with staggered terms. All directors must be Members of the Association. A spouse of a natural person who is a Member and any member, manager, shareholder, partner, director, officer or other authorized representative of a corporation, general partnership, limited partnership, limited liability company, limited liability partnership or other legal entity that is a Member shall be considered a Member.

(b) Each director shall be elected for a term of two (2) years with the exception of the first annual election following the adoption of this Amendment. At the first annual election following the adoption of this Amendment, the two (2) candidates receiving the most votes shall be elected to two (2) year terms and the remaining candidates shall be elected for one (1) year terms. If the size of the Board changes, the Board has the right to adjust the term of any candidate to achieve staggered terms, but shall not change the term of any seated director. Despite the expiration of a director’s term, a director shall continue to hold office until the director’s successor is elected or appointed and qualified, until the director’s resignation or removal, or until there is a decrease in the number of directors.

2. The language in Section 3.2(b) shall remain the same but shall be referred to as Section 3.2 as follows:

3.2 Election. For each election of directors, the Board shall either prescribe an opening and closing date of a reasonable filing period in which each eligible person may declare their candidacy for election to the Board by giving written notice thereof to the Secretary of the Association or appoint a Nominating Committee to nominate candidates for election to the Board. The Board may also establish such other rules and regulations as it deems appropriate with respect to the nomination and election of directors. In each election of directors, the number of candidates equal to the number of positions to be filled receiving the greatest number of votes shall be deemed elected. Cumulative voting will not be permitted in the election of directors.

IN WITNESS WHEREOF, the Association has executed this First Amendment to the Bylaws of Southern Enclave Homeowners Association on this 13th day of July, 2023.

SOUTHERN ENCLAVE HOMEOWNERS ASSOCIATION

By: Tina Pitts
Board Member

By: Karen Hill
Board Member