

**AMENDMENT  
TO  
THE BYLAWS OF SUNLAND VILLAGE EAST GARDEN CONDOMINIUMS  
PHASE THREE OWNERS ASSOCIATION**

This AMENDMENT TO THE BYLAWS OF SUNLAND VILLAGE EAST GARDEN CONDOMINIUMS PHASE THREE OWNERS ASSOCIATION (the "Amendment") is made as of this 17<sup>th</sup> day of February, 2009, by the **SUNLAND VILLAGE EAST GARDEN CONDOMINIUMS – PHASE THREE OWNERS ASSOCIATION**, an Arizona non-profit corporation (the "Association").

**WITNESSETH**

**WHEREAS**, that certain Bylaws of Sunland Village East Garden Condominiums – Phase Three Owners Association, was adopted on September 24, 1992 (hereafter, the "Bylaws"); and

**WHEREAS**, pursuant to Section 1.7.1 of the Bylaws, the Bylaws may be amended by obtaining the affirmative vote of more than fifty (50%) percent of the votes entitled to be cast at a regular or special meeting of the members by members either present in person or by absentee ballot; and

**WHEREAS**, the Association wishes to amend the Bylaws to bring them in compliance with recent changes to Arizona statutes and to add other provisions to the Bylaws; and

**WHEREAS**, the Association has obtained the affirmative vote of more than fifty (50%) percent of the votes entitled to be cast at a regular or special meeting of the members by members either present in person or by absentee ballot.

**NOW, THEREFORE**, the Bylaws are hereby amended as follows:

**Section 1.7.1 of the Bylaws is hereby deleted and replaced with the following:**

These Bylaws may only be amended, at a regular or special meeting of the Members (Unit Owners), by a vote of the Members entitled to cast more than fifty percent (50%) of the votes entitled to be cast by the Members present in person or by absentee ballot pursuant to A.R.S. \*33-1250.

**Section 1.7.2 of the Bylaws is hereby deleted and replaced with the following:**

The Board of Directors, without the consent of any Unit Owner, shall have the right to amend these Bylaws in order to: (i) comply with the Condominium Act or any other applicable law if the amendment does not adversely affect any Unit Owner; (ii) correct any error or inconsistency in these Bylaws if the amendment does not adversely affect the rights of any Unit Owner; or (iii) comply with the requirements or guidelines in effect from time to time of any governmental or quasi-governmental entity or federal corporation guaranteeing or insuring mortgage loans or governing transactions involving mortgage instruments including, without limitation, the Federal

National Mortgage Association, the Federal Home Loan Mortgage Corporation, the Federal Housing Administration or the Veterans Administration.

**Section 2.4 of the Bylaws is hereby deleted and replaced with the following:**

Quorum. Except as otherwise provided in the Articles, The Declaration or these Bylaws, the presence in person or by absentee ballot pursuant to A.R.S. \*33-1250 of Members entitled to one-tenth (1/10<sup>th</sup>) of the total authorized votes in the Association shall constitute a quorum at all meetings of the members. If a quorum shall not be present at any meeting, the Members entitled to vote thereat shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

**Section 2.6 of the Bylaws is hereby deleted.**

**Section 3.1 of the Bylaws is hereby deleted and replaced with the following:**

Number. The Board of Directors shall be elected by the Unit Owners. The number of directors may be changed from time to time by the Board of Directors but the number of directors may not be less than three (3) or more than nine (9) and must always be an odd number.

**Section 3.2 of the Bylaws is hereby deleted and replaced with the following:**

Term of Office. Each director must at all times be a member of the Association. Upon election, each director shall serve a term of two (2) years.

**Section 3.3 of the Bylaws is hereby deleted and replaced with the following:**

Removal. Any one or more of the members of the Board of Directors may be removed from the Board of Directors, with or without cause, by Members (Unit Owners) having more than two-thirds (2/3) of the votes entitled to be cast by the Members present in person at any regular or special meeting or pursuant to A.R.S. \*33-1243.

**Section 3.6 of the Bylaws is hereby deleted and replaced with the following:**

Vacancies. When vacancies are caused by the removal of a member of the Board of Directors by a vote of the Unit Owners as set forth in Section 3.3 of these Bylaws, said vacancies shall be filled by a vote of a majority of the remaining directors though less than a quorum or by a sole remaining director. Any person so elected shall serve the unexpired portion of the prior director's term. Any newly created directorship shall be deemed a vacancy. Any person elected to fill such a vacancy shall serve until the next annual meeting of the Members.

**Section 3.8 of the Bylaws is hereby deleted and replaced with the following:**

Special Meetings. Special meetings of the Board of Directors may be called by the President on three business days notice to each director, given in writing, by hand delivery, mail or e-mail, which notice shall state the time, place and purpose of the meeting. Special meetings of the Board of Directors shall be called by the President or Secretary in like manner and on like notice on the written request of at least two directors.

**Section 3.10.1 (10) of the Bylaws is hereby deleted and replaced with the following:**

(10) 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 of Directors.

**Article III, Section 3.11 is hereby added to the Bylaws as follows:**

Nominating Committee.

3.11 A nominating committee consisting of at least three (3) members (and such larger number as the board may designate or approve from time to time) one of whom shall be designated as chairman, shall be selected by the president and approved by the board on or before the first day of November of each calendar year. Each member of the committee must be a member of the Association and may not then be a member of the board. The committee shall meet at such time and place as determined by its chairman. The nominating committee shall select and notify the secretary in writing of the names and addresses of nominees.

**Section 4.1 of the Bylaws is hereby deleted and replaced with the following:**

Enumeration of Officers. The principal officers of the Association shall be the president, vice president, the secretary, and the treasurer. The Board of Directors may create such other offices as the affairs of the Association may require. All officers shall be elected by the Board of Directors. The President must be a member of the Board of Directors. Any other officers may, but need not, be members of the Board of Directors.

**Section 4.3 of the Bylaws is hereby deleted and replaced with the following:**

Term. The officers of the Association shall be elected annually by the Board of Directors and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

**Section 4.4 of the Bylaws is hereby deleted and replaced with the following:**

Resignation and Removal. Any officer may be removed from office with or without cause by the Board of Directors. Any officer may resign at any time by giving written notice to the Board of Directors, 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 4.5 of the Bylaws is hereby deleted and replaced with the following:**

Vacancies. A vacancy in any office may be filled by appointment by the Board of Directors. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Except as expressly amended by this Amendment, the Bylaws shall remain in full force and effect. In the event of any conflict or inconsistency between this Amendment and the Bylaws, this Amendment shall prevail. All terms not defined in the Amendment shall have the same definition assigned to them in the Bylaws.

**IN WITNESS WHEREOF**, the Sunland Village East Garden Condominiums – Phase Three Owners Association, Inc., an Arizona non-profit corporation, has executed this Amendment as of the day and year first above written.

**SUNLAND VILLAGE EAST GARDEN CONDOMINIUMS – PHASE THREE OWNERS ASSOCIATION**

An Arizona non-profit corporation

By: \_\_\_\_\_  
/s/ Robert Scheitlin  
Its: President

By: \_\_\_\_\_  
/s/ Wayne C. Berg  
Its: Secretary