

**AMENDMENT TO
VICTORIA ESTATES HOMEOWNERS ASSOCIATION BYLAWS**

This **AMENDMENT TO THE VICTORIA ESTATES HOMEOWNERS ASSOCIATION BYLAWS (“Amendment”)** is made this 10 day of March, 2017, by the Members of the Victoria Estates Homeowners Association, an Arizona nonprofit corporation (“**Association**”), in accordance with Article 1, Section 1.6 of the Bylaws for the Victoria Estates Homeowners Association Bylaws, adopted May 10, 2011 (“**Bylaws**”).

RECITALS

A. WHEREAS, Article 3, Section 3.1 of the **Bylaws** provides that following the termination of the Declarant Control Period, the number of directors that shall serve on the Board of Directors for the **Association** shall be three (3); and

B. WHEREAS, Article 3, Section 3.2 of the **Bylaws** provides that each Director elected to the Board shall serve a term of two years; and

C. WHEREAS, the Board of Directors wishes to extend the Directors’ terms from two to three years, with staggered terms whereby one director is elected each year; and

C. WHEREAS, Article 1, Section 1.6 of the **Bylaws** provides that “These Bylaws may be amended by the affirmative vote of Members holding more than fifty percent (50%) of the votes cast with respect to the amendment . . .”; and

E. WHEREAS, this **Amendment** was approved “by the affirmative vote of Members holding more than fifty percent (50%) of the votes cast with respect to the amendment”;

AMENDMENT

NOW THEREFORE, it is resolved that the **Bylaws** are amended as follows:

1. The first full paragraph of Article 3, Section 3.2, of the **Bylaws** is deleted in its entirety, and replaced by the following amendment (the second full paragraph of Section 3.2 of the Bylaws shall remain unchanged and unaffected by this **Amendment**):

Commencing with the annual meeting and election held in the year 2017, the Board of Directors shall consist of three (3) directors, divided into three classes with staggered terms of office. At the annual election held in 2017, one (1) director shall be elected to a term of three (3) years, one (1) director shall be elected to a term of two (2) years, and one (1) director shall be elected to a term of (1) year. The directors elected by the members at the annual meeting and election in 2017 shall be assigned one of the three classes of directors based upon the number of votes each director receives, with the director receiving the highest number of votes being assigned to the class with the three (3) year term, the director receiving the second highest number of votes being assigned to the class with the two (2) year term, and the director receiving the lowest number of votes assigned to the class with the one (1) year term. In the case of a tie in the number of

votes received by candidates, the assignment of a director to one of the three classes of directors shall be decided by a coin flip if there is a tie between two candidates or by a drawing if there is a tie between three or more candidates. In each election of directors following the 2017 election, each director shall be elected for a term of three (3) years. 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.

Except as expressly amended by this **Amendment**, all other provisions of the **Bylaws** shall remain in full force and shall be unaffected by this **Amendment**. In the event of any conflict or inconsistency between this **Amendment** and the **Bylaws**, this **Amendment** shall control.

I, Phillip J. Schneider, President of Victoria Estates Homeowners Association, hereby certify that this **Amendment** was adopted by the affirmative vote of Members holding more than fifty percent (50%) of the votes cast with respect to the amendment.

Victoria Estates Homeowners Association, an Arizona nonprofit corporation

By: _____
Its: President



State of Arizona)
)ss.
County of Maricopa)

On this 10th day of March, 2017, before me, the undersigned Notary Public, appeared Phillip J. Schneider, the President of Victoria Estates Homeowners Association, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged that he signed the same for the purposes therein contained.


Notary Public

My commission expires:

07/31/2019

