

**SECOND AMENDMENT TO BYLAWS OF  
T-1 MANAGEMENT COUNCIL**

WHEREAS, the Association executed and duly adopted the Bylaws of T-1 Management Council in 1974 (“Bylaws”), and executed and duly adopted an Amendment to the Bylaws of T-1 Management Council at a regular Meeting of the Board of Directors on December 18, 1984 (“First Amended Bylaws”).

WHEREAS, Article IX, Section 3 of the Bylaws states that the Directors may amend the Bylaws by the affirmative vote of all Directors at any regular or special meeting, provided that said amendment does not increase the powers of the Board of Directors.

WHEREAS, Article IV, Section 11 of the Bylaws states that a majority of the Board of Directors constitutes a quorum for the transaction of Association business.

WHEREAS, the Board desires to amend the Bylaws to remove the requirement that Members may be re-elected only after one year of non-service.

NOW, THEREFORE, the Directors, having met in a duly noticed open Meeting in which a quorum of Directors was present, and by affirmative vote of at all Directors, hereby adopt the following Amendment to the Bylaws:

The Bylaws of T-1 Management Counsel, and any amendments thereto, shall remain in full force and effect, with the exception of the provision noted herein.

Article III, Section 1 is hereby amended to read as follows:

Section 1. Annual Meetings. Annual meetings of the members of the corporation shall be held on the second Thursday in February of each year. At the first annual meeting after the developer of AHWATUKEE has constructed and sold 90% of the total number of the residential units to be constructed in the T-1 tract within AHWATUKEE, the number of directors elected shall be nine (9). Three (3) directors shall be elected for one (1) year, three (3) directors shall be elected to serve for two (2) years, and three (3) directors shall be elected to serve for three (3) years. Thereafter, directors shall be elected by the members at the annual meeting of the corporation. Three (3) directors shall be elected each year to serve a term of three (3) years. The members may also transact such other business of the corporation as may properly come before them.

Article IV, Section 3, Paragraph 1 is hereby amended to read as follows:

Section 3. Election and Term of Office. Directors shall be elected by the Members at the Annual Election Meeting of the Members to be held each year on the anniversary date of the first annual meeting. At the first annual meeting after the developer of AHWATUKEE has constructed and sold 90% of the total number of the residential units to be constructed in the T-1 tract within AHWATUKEE, the number of directors elected shall be nine (9). Three (3) directors shall be elected for one (1) year, three (3) directors shall be elected to serve for two (2) years, and three (3) directors shall be elected to serve for three (3) years. Thereafter, three (3) Directors shall be elected each year to serve for a term of three (3) years. Members may be elected to serve on the Board of Directors regardless of their prior years of service on the Board.

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**Certificate of Adoption**

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

DATED this 27<sup>th</sup> day of MARCH, 2019. [SEP]

T-1 Management Council

  
By: \_\_\_\_\_  
Its: PRESIDENT