

**FIRST AMENDMENT TO BYLAWS
OF VENU AT GRAYHAWK CONDOMINIUM ASSOCIATION, INC.**

This First Amendment to Bylaws of Venu at Grayhawk Condominium Association (“First Amendment to Bylaws”) is made as of this 21st day of June, 2021, by the Venu at Grayhawk Condominium Association, Inc., an Arizona nonprofit corporation (the “Association”).

RECITALS

A. The Board of Directors (the “Board”) of the Association adopted Bylaws in 2004 through a Unanimous Consent Resolution as provided for under A.R.S. § 10-3821.

B. The Board, via an approval of the membership, desires to amend the Bylaws to ensure smooth transition periods when new directors are elected to the Board by creating staggered Board terms.

C. Unless otherwise defined in this First Amendment to Bylaws, each capitalized term used in this First Amendment to Bylaws shall have a meaning given to such term in the Declaration.

D. Article 1, Section 1.5 of the Bylaws provides that the Bylaws may be amended by a vote of the Members holding more than fifty percent (50%) of the votes in the Association.

E. Article 2, Section 2.11 of the Bylaws provides in relevant part:

The Members may approve any action required or permitted by law that requires the members’ approval without a meeting of the Members if the action is approved by Members holding at least a majority of the Eligible Votes in the Association, unless the Declaration, Articles, these Bylaws or applicable law require a different amount of voting power. The action shall be evidenced by one or more written consents describing the action taken, signed by those Members representing at least the requisite amount of the voting power, and delivered to the Association for inclusion in the minutes or filing with the corporate records of the Association.

E. This First Amendment to Bylaws proposed by the Board was adopted and approved by the Members via Written Consent holding more than fifty percent (50%) of the votes in the Association.

AMENDMENT

NOW, THEREFORE, the Bylaws are amended as follows:

Article 3, Section 3.2 is amended and replaced in its entirety. New Article 3, Section 3.2 states as follows:

3.2 Term of Office. All directors elected by the Members shall be elected for a term of two (2) years. The terms of directors shall be staggered. If the Board of Directors consists of three (3) directors, one (1) director will be elected in elections held in odd-numbered years and two (2) directors will be elected in elections held in even-numbered years. If the Board of Directors consists of five (5) directors, two (2) directors will be elected in elections held in odd-numbered years and three (3) directors will be elected in elections held in even-numbered years. If the Board of Directors consists of seven (7) directors, three (3) directors will be elected in elections held in odd-numbered years and four (4) directors will be elected in elections held in even-numbered years. If the Board of Directors consists of nine (9) directors, four (4) directors will be elected in elections held in odd-numbered years and five (5) directors will be elected in elections held in even-numbered years. At the initial election after the adoption of this amendment, the directors receiving the most votes will be elected for the even-numbered years, and the remaining elected directors will be elected for the odd-numbered 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 First Amendment to Bylaws, the Bylaws shall remain in full force and effect. In the event of any conflict or inconsistency between this First Amendment to Bylaws and the Bylaws, this First Amendment to Bylaws shall prevail. In the event of any conflict or inconsistency between this First Amendment to Bylaws and the Declaration, the Declaration shall prevail.

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IN WITNESS WHEREOF, the Venu at Grayhawk Condominium Association Inc., an Arizona nonprofit corporation, has executed this First Amendment to Bylaws as of the day and year first above written.

VENU AT GRAYHAWK CONDOMINIUM ASSOCIATION, INC.,
an Arizona nonprofit corporation

By: *N. M. Weitzman*

Its: *Venu Board member*

State of Arizona)
) ss.
County of Maricopa)

SUBSCRIBED, SWORN TO AND ACKNOWLEDGED before me this *20th* day of *OCT.*, 2021, by *Norman Weitzman*, the *Board member* of Venu at Grayhawk Condominium Association Inc., an Arizona nonprofit corporation, for and on behalf of the corporation.

My Commission Expires: *03/15/2024*

Kristen M Taylor
Notary Public



SECRETARY'S ATTESTATION

I, RANDI J. STEWART, being the duly elected Secretary of the Venu at Grayhawk Condominium Association Inc, hereby attest that the foregoing First Amendment to Bylaws was approved by written consent of the Members holding more than fifty percent (50%) of the votes in the Association. Pursuant to Article 1, Section 1.6 of the Bylaws, the Members shall be notified of this First Amendment via United States mail.

By: Randi J Stewart
Secretary, Venu at Grayhawk Condominium Association Inc.

State of Arizona)
) ss.
County of Maricopa)

SUBSCRIBED, SWORN TO AND ACKNOWLEDGED before me this 22 day of October, 2021, by Randi J Stewart, the Secretary of the Venu at Grayhawk Condominium Association Inc., an Arizona nonprofit corporation, for and on behalf of the corporation.

My Commission Expires: February 15, 2023 Patryce Hobbs Notary Public

