

AMENDMENT TO BYLAWS OF LIFELONG LEARNING AT PEBBLECREEK

“DIRECTORS”

Section 3.2 Qualifications, Number, Election and Tenure.

(a) Qualifications. Each director must be a full or part-time resident of PebbleCreek, Goodyear, Arizona. A director is not required to be a legal resident of the state of Arizona.

(b) Number. The number of directors of the Association shall range from a minimum of nine to a maximum of fifteen, as determined by the members or by the Board of Directors from time to time. There are currently eleven elected directors on the Board of Directors.

(c) Election and Tenure. Directors shall be elected by the voting members at each annual meeting of the members for a term that expires at the end of the next annual meeting of the members. Accordingly, the term of office for Directors shall nominally be approximately one year (from one annual meeting to the next). However, in order to maintain continuity each director so elected shall hold office until such director’s term expires and thereafter until such director’s successor shall have been elected and qualified, or until such director’s earlier death, resignation or removal.

(d) Appointed Directors. Up to six director(s) may be appointed by the President at any time (the “Appointed Director(s)”), subject to the limitation of a total of fifteen directors as provided in paragraph 3.2(b) above. Each director so appointed shall hold office until the end of the next annual meeting of the voting members and thereafter until such director’s successor shall have been elected, or until such director’s earlier death, resignation or removal.

(e) Resignation; Removal; Vacancies. Any director may resign at any time by giving written notice to the president or to the secretary of the Association. Any director may be removed at any time, with or without cause, by the affirmative vote of a majority of the other directors then in office. Any vacancy of an elected director may be filled by the affirmative vote of a majority of the remaining directors even though less than a quorum.

Section 3.2.1 President Emeritus as Honorary Director. Any former President or Co-President, may be appointed by the current President as an Honorary Director. Such person may attend meetings of the Board of Directors, participate in Board discussions, provide historical context and information, and offer advice and counsel to the Board on any issue or matter under consideration. The term of office of an Honorary Director shall begin upon appointment and expire at the end of the program year. An Honorary Director will receive notice of board meetings and the agendas and materials provided to other elected board members in the normal course of business. An Honorary Director is not elected by the LLL members, may not propose resolutions to the Board, and may not vote in formal decisions taken by the Board. The position is not counted against the limitation on total number of directors stated above.

Approved by the LLL Board of Directors August 18, 2017