

ARTICLES OF AMENDMENT (FIRST) OF THE BY-LAWS OF THE
ANASAZI TRAILS WATER COOPERATIVE

1. Article VI, Section 4 of the By-Laws is amended to change the percentage of the total membership of the Cooperative which shall constitute a quorum at any meeting of the Cooperative for the transaction of business from fifty percent (50%) to ten (10%) of the members.
2. Article VI, Section 6 of the By-Laws is amended to state that either or both of the following methods of voting by mail (defined to include written votes communicated by mail, email, or similar form of communication, fax, or hand deliver) will be permitted:
 - a. The secretary of the Cooperative shall send to the members a copy of any proposed schedule to be offered at a meeting, together with the notice of said meeting, along with a vote by mail ballot, and any member may vote by mail and have his/her vote count together with those votes cast at the meeting so long as such mail votes are returned to the Cooperative within the number of days specified in the notice; and/or
 - b. A vote by mail may be authorized by the Board of Directors to stand alone without a meeting of the members if it is authorized by the Board of Directors by a resolution duly noted in the minutes of the Board of Directors meeting calling for the mail-in vote. If a vote by mail is authorized WITHOUT BENEFIT OF A MEETING, FOR ANY ISSUE OTHER THAN AMENDING THE BY-LAWS, greater than 33% of the membership must cast a ballot for the results to valid and the majority of those votes will rule. The Board secretary will provide written results to the membership of any vote by mail within 30 days of the response deadline the Board of Directors establishes for the vote by mail.
 - c. If an official meeting of members of the Cooperative has been called and all members have been duly notified, votes received by mail shall count towards

computing a quorum for the meeting of the members of the Cooperative in which
the items being voted upon are being considered.

3. Article XII Amendments of the By-laws shall be amended to as follows:

DELETED: These By-laws may be repealed or amended by a vote of the majority of the members voting at the annual meeting, or at any special meeting called for that purpose; provided notice of the proposed repeal or amendment is incorporated in the notice of such meeting.

Replace DELETED portion with: These By-laws may be repealed or amended ONLY by a vote in which greater than 50% of the total membership casts a ballot and the majority of those votes affirmatively support the change. This vote may take place at the annual meeting of members or at any special meeting called for that purpose; or by a vote by mail authorized by the Board of Directors. The votes received from the mail-in vote option authorized by the Board of may be combined with the votes of members present at an annual meeting or at any special meeting called for the purpose of amending these By-laws. *The balance of Article XII shall remain unchanged.*

In conformity with the provisions of the State of New Mexico Cooperative Association Act, NMSA 1978, §§ 53-4-1 through 53-4-45, and the Cooperative's By-Laws, this amendment was approved by a majority of the members voting by mail with ballots received at the Cooperative offices by June 1, 2008. Out of the 232 members of the Cooperative, ballots were received from 133 members. 118 members voted for adoption of the amendment and 15 members voted against adoption of the amendment. At its meeting of June 3, 2008, the Board of Directors officially

adopted this amendment to the By-Laws and directed that it be notarized and duly recorded in

the Clerk's office of Sandoval County, New Mexico.

IN WITNESS WHEREOF, we have hereunto subscribed our names on the dates written below.

Anasazi Trails Water Cooperative

By: Alan Friedman Date: June 12, 2008
Alan Friedman, President/Director

NOTARY ACKNOWLEDGEMENT

STATE OF NEW MEXICO)
COUNTY OF SANDOVAL) ss:

On this 12th day of June, 2008, before me, a Notary Public in and for said State, personally appeared, ALAN FRIEDMAN, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to this instrument and acknowledged to me that acting in his capacity as President/Director of the Anasazi Trails Water Cooperative, he hereby executes this instrument.

WITNESS my hand and official seal.

Eva Marie Bermudez
Notary Public

My Commission expires: Jan 22, 2012

By: Thomas Ashe Date: June 12, 2008
Thomas Ashe, Secretary/Director

NOTARY ACKNOWLEDGEMENT

STATE OF NEW MEXICO)
COUNTY OF SANDOVAL) ss:

On this 12th day of June, 2008, before me, a Notary Public in and for said State, personally appeared THOMAS J. ASHE, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to this instrument and acknowledged to me that acting in his capacity as Secretary/Director of the Anasazi Trails Water Cooperative, he hereby executes this instrument.

WITNESS my hand and official seal.

Eva Marie Bermudez
Notary Public

My Commission expires: Jan 22, 2012