

Amended and Restated
By-Laws
Golden Vista RV Resort
Association, Inc.
Amendment #2

The Board of Directors has reviewed and approved, on January 18, 2005, the following Amendment to the By-Laws (Revised March 20, 2002):

1. Part 4; Para.4.5 (amended)as follows:

4.5 Action Taken Without A Physical Meeting "When the Board.....The minutes shall be taken, and recorded and posted conspicuously following any such meeting.

2. Part 5, Para. 5.1 (Added):

5.1 Meeting Attendance. The meetings of the Board of Directors, except Executive Sessions, shall be open to all members, or any person designated by in writing, as the member's representative. All attendees shall be permitted to speak at an appropriate time during the deliberations and proceedings. The Board may place reasonable restrictions on those persons speaking during the meeting, but shall permit a member or a member's designated representative to speak before the Board takes any formal action on an item under discussion , in addition to any other opportunities to speak. The Board shall provide for a reasonable number to speak on each side of an issue.

3. Part 5, Para. 5.4

5.4 Executive Sessions. (Delete A, B, C and D.) substitute the following:

A. Legal advice of any attorney for the Board or Association, on final resolution of any matter for which the Board received legal advice or that concerned pending litigation. The Board may disclose information about that matter in an open meeting except for matters that are required to remain confidential by terms of a settlement agreement or judgment.

B. Pending or contemplated litigation.

C. Personal, health and financial information about an individual member of the Association, an individual employee of the Association, or an individual employee of a contractor for the Association.

D. Matters relating to the job performance of, compensation of, health records of or specific complaints against an individual employee of the Association or an employee of a contractor of the Association who works under the direction of the Association.

4. Part 6, Para.6.3 (added);
Part 6.3 Duties

m. Recuse oneself due to conflict of interests if a contract, decision or other action " for compensation", benefits a member of the Board or a Board member's family. This declaration must be made in open session and prior to any discussion or vote on the matter in question.

5. Part 7, Para. 7.8

7.8 D Treasurer. (Amended) The Treasurer.....shall ensure the keeping of proper books of account; cause an annual financial audit report with full disclosure of all Association financial affairs to be prepared by a Certified Public Accountant ~~public accountant~~ at the completion of each fiscal year. The said report to be completed within six (6) months of the end of the fiscal year, and made available to the Membership no later than thirty (30) days following completion of said audit; and shall prepare.....

6. Part 9, (Added)

9.1 Books and Records. The book,.....at the principle office of the Association. A request to review or make copies of any Association books or records must be in writing, submitted at least five (5) working days in advance and meet the following criteria: a. Must be made in good faith, b. Must be for a proper purpose, c. Must be described with reasonable particularity, d. The records must be connected to the declared purpose, and e. Does not involve matters covered in closed sessions described in Paragraph 5.4 above, of this document.

APPROVED: Frank Thayer
President, Board of Directors