

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

The Board of Directors has reviewed and approved, on March 22, 2011 the following Amendment to the By-Laws (Revised December 1, 2009).

By-Laws Part 4, Board of Directors,

4.1 Number. The Board should consist of seven (7) Directors who shall be members of the Association in good standing, The Board may continue to conduct the affairs of the Association with up to two (2) vacancies on the Board. In the event three (3) or more Board positions become vacant, the only authorized action of the remaining members of the Board shall be to select and appoint additional Board members to bring the Board to five (5) members. Vacancies anticipated to be in excess of 12 months must be filled by appointment within 60 days of the day the vacancy occurs.

4.2 Term of Office. All Directors shall hold office for a three (3) year term, with the respective terms to be staggered so that no more than three (3) Directors are to be elected in any one year, except to fill vacancies, in order to provide continuity and stability in the Association leadership. A partial appointed term of 18 months or more shall be considered a full term. A Director's term limit on the Board of Directors shall consist of not more than two (2) consecutive terms. Directors who have served two consecutive terms on the Board shall not be eligible for re-election or re-appointment to the Board for two full years after the conclusion of their last term of office. The election results will be announced at the Annual Membership meeting. The newly elected Directors shall take office at the next scheduled Board meeting.

4.3 Removal/Vacancy. Any Director may be removed from the Board, with or without cause, by a majority vote of the members of the Board or a recall petition by the members. (Note: for Recall of a Director(s), see Part 11, Para 11.2) (ARS 33-1813). In the event of death, resignation or removal of a Director, a successor may be selected by a majority of the remaining members of the Board and shall serve the unexpired term. Except in cases of illness or injury of a director and/or his or her immediate family, any director missing 51% of the advertised meetings of the Board of Directors in any one year between November 1 and March 31 shall be removed from the board and replaced by appointment by a majority of the remaining members.

Part 5, MEETINGS OF DIRECTORS

5.1 Meeting Attendance. All meetings of the Board of Directors, except Executive Sessions shall be open to all members, or any person designated 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. "Except for business conducted by conference call, board members must be physically present to participate in the meeting. No business shall be conducted if a quorum is not present."

The Declaration of Covenants, Conditions, and Restrictions, paragraph 6.7 specifies the Order of Business (agenda) at Annual Meetings of the Association Membership. However, there is no specificity as to the conduct of business at scheduled meetings of the Board of Directors. Therefore, we are proposing that 5.4 Executive Sessions of the By-Laws become 5.5 and subsequent paragraphs be renumbered. Subsequently, 5.4 Order of Business should be inserted.

5.4 Order of Business. An agenda shall be prepared at least 48 hours prior to regularly scheduled meetings. The President shall be responsible for development of the agenda with advice and consent of the full Board, and published and distributed by the Secretary of the Board prior to all scheduled meetings. Published agendas may be amended at any time by a majority vote.

Part 10, AMENDMENTS

10.4 Petitions. All petitions should include a statement explaining the reason for the petition. It must be signed by the presenter(s). A copy of any petition that concerns a change to any Golden Vista document will be shown to the document committee to determine which documents would be involved and to determine if it would cause a conflict with Arizona statutes. Petitions to Amend should follow the format below.

PETITION TO AMEND
ANY GOLDEN VISTA DOCUMENT

A separate petition is required for each intended Amendment.

Members entitled to sign a petition: "The record Owner of a Lot shall be entitled to one membership in the Association and shall be entitled to one (1) vote for each Lot Owned. In the event a Lot is owned by two or more persons, the membership as to each such Lot shall be joint." (CCR's 6.4) Therefore, only one (1) person per lot may sign this petition.

By signing below, I, a lot owner in the Association, hereby indicate that I fully understand the purpose of this petition and how it will affect the governing document it is intended to amend.

Document and numbered paragraph to be amended.

Briefly stated, what is the PURPOSE of this proposed Amendment?

Proposed amendment. State specifically how it is to appear in the amended document.

Name (print)

Lot #

Signature

Approved: 
President

Revised December 1, 2009