

8.3

For Board consideration.

From: Documents Review Committee 2/28/2011

The Documents Committee recommends Amendment #3 to the Rules and Regulations. This change is in response to the Petition to remove Rules and Regulations 12.15 addressing nonresident use of park facilities. The committee has been working on this section since mid January. The current 12.15 has been deleted as per the petition request. We have rewritten 12.15 to make it more comprehensive.

We have also included Amendment #1 to the By-Laws Part 10.3. There are some word changes that make it flow a little better. The main changes concern a time frame for submission of a petition if it requires action of the entire membership and in the make up of the Ad Hoc Committee.

By-Laws Amendment #2 addresses several issues. We held a meeting with prior Board Presidents and Paul Christen, representing the Nominating Committee and Larry Martin. The comments and suggestions were varied and not all of the meeting attendees will agree with the committees decisions concerning the changes suggested. Each section should be carefully considered by the Board. Suggestions made for any changes you think necessary before finalizing the Amendment. The sections concerned are as follows:

4.1 Number. This change addresses an issue that caused a lot of concern during the last election and requires a Board member to reside in the park for a reasonable period of time each year in order to serve on the Board.

4.2 Term of Office. There has been some suggestion that the 3 year term is part of the problem in getting people to run for the board. Currently a person can serve 2 three year terms. We have suggested 2 year terms with a 3 consecutive term limit. We also defined a partial term.

4.3 Removal/Vacancy. This addresses the issue of adequate Board meeting attendance.

5.1 Meeting Attendance. The committee feels that it is important for Board Members to be physically present to participate in Board meetings. We understand Board members desire to participate in all meetings. However, the resort does not currently have the proper equipment to take advantage of teleconferencing.

5.4 Order of Business. There is a paragraph of explanation preceding this change. This change adds a new section addressing agenda's for regular Board meetings. This would cause a re-numbering from the current 5.4 thru 5.7.

Part 8, Committees

C. Nomination Committee. This change will need to be made if 4.1 is changed.

Wanda Alsup
Chairperson, Documents Committee

Amended and Restated
Rules and Regulations
Golden Vista RV Resort
Association, Inc.
Amendment # 3

The Board of Directors has reviewed and approved, on _____ the following Amendment to the Rules and Regulations, (Revised December 1, 2009).

~~12.15 Non Resident use of Park Facilities. Non residents are not permitted to use park facilities without express permission of the Park Manager.~~

12.15 Nonresident use of Park Facilities. GVRV Resort facilities are intended for use exclusively by members of the Association; their family; their personal guests, invitees, and visitors as specified in CCR's 2.1 and 2.2. and R&Rs Part 1. Residents are defined in 1.1 of the R&Rs.

A. Nonresidents are permitted to use park facilities when attending resort sponsored activities, such as those sponsored by the activities office, clubs, committees and other organizations in the park.

B. Nonresidents may use park facilities when participating in rotating or shared activities with other parks. They may not participate in GVRV in-park leagues or other in-park activities unless approved by the park manager.

C. Nonresidents may not use laundry rooms, showers, shops, craft rooms, courts or have access to other common areas, unless attending resort sponsored activities.

D. Requests by nonresidents for use of the Ballroom, Navajo room, Apache room other assembly or meeting rooms must be approved by the park manager.

1. Park resident's usual and regular use of the requested facilities shall have priority.

2. Fees may be charged to cover the expense of cleaning, maintenance, potential wear and tear or other considerations.

These Rules and Regulations take precedent over club, organizational and committee charters.

E. Resident employees have the same right of use as all other residents of the park. In addition, nonresident employees may have use of the facilities on a limited basis. Namely, they may have occasional use of the pools and fitness center during the months of May through September with the approval of the

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resort manager. This benefit does not include families or guests of nonresident employees. Other requests for use of facilities by nonresident employees must have board approval. This provision is an employee benefit which incurs no cost to the association.

F. Registered guests may not invite other nonresidents to use park facilities.

Control (oversight) of park facilities used by both residents and nonresidents shall be the responsibility of the Manager.

Approved: _____
President

Revised December 1, 2009

Amended and Restated
By-Laws
Golden Vista RV Resort
Association, Inc.
Amendment # 1

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

10.3 Amendments by Petition. ~~Anytime~~ A group of ten (10) percent or more of the voting membership members in good standing (~~one vote per Lot~~), may Petition the Board of Directors to amend any provision(s) of the governing document(s). Petitions must be submitted at least 60 days prior to the Annual Meeting. The Board will immediately acknowledge receipt of the petition at its next meeting, and within 15 (fifteen) days the receipt of such petition, determine the validity of the count, appoint form an Ad-Hoc committee chaired by the Documents Committee chairperson. The Committee shall be made up of 2 petition signers, 1 member at large, 2 Board members and 1 member of the Documents Committee, other than the chairman. ~~consisting of three (3) one (1) non Board Members signers, two (2) non signer members, a Board Member and chaired by the Chairman of the Documents Review Committee.~~ The purpose of this committee is to review the petition for its effect on such document(s), make pertinent comments and forward an Amendment(s) of such governing document(s) to the Board of Directors for Action. The Board, if it deems the Amendment(s) proper and beneficial to the membership, and only involve the three (3) subordinate governing documents, may approve the Amendment(s) without further action, or if the Board takes exception to all or any part of the revision(s), it may attach its comments and refer the issue to the Membership at the next General Election, as a single package. Passage of such an Amendment (s) will be by a simple majority of those responding. However, if the Amendment(s) involve the Articles of Incorporation and/or The Declaration of Covenants, Conditions and Restrictions, they must, in their entirety, be referred to the Membership with or without Board comments, at the next General Election. Passage of such Amendment(s) shall be by sixty (60) percent of a quorum vote cast by the Association Members.

Approved: _____
President

Revised December 1, 2009

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

The Board of Directors has reviewed and approved, on _____ 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, and who shall reside in the park at least 90 days between the months of November and March. 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 ~~two (2)~~ 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 12 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 ~~three (3)~~ two (2) consecutive terms. Directors who have served ~~three (3)~~ 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. Attendance shall mean physical presence.

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. 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 8, COMMITTEES

C. Nomination Committee. A committee shall be established by the Board of Directors to present nominations to the membership for persons to be elected to the Board of Directors of the Association. This committee shall consist of five (5) members of the Association who are not members of the Board of Directors or candidates. To be eligible for the Board of Directors, all candidates must be in good standing as defined as follows: (1) no liens against their Lot(s), (2) current dues paid in full and (3) no legal actions pending between the Association and the candidate. Candidates must reside in the park at least 90 days between the months of November and March. This Committee shall prepare and distribute to the membership, prior to the election, the names of the nominees, in good standing, together with a brief biographical sketch of each nominee. No more than one (1) owner of a Lot(s) may serve on the Board at the same time.

Approved: _____

President

Revised December 1, 2009