

GVR Forum Presentation
Amended and Restated Bylaws
December 13, 2021 2:00 p.m.—3:00 p.m.
Via Zoom

- Welcome to Forum—Joyce Finkelstein
 - Thank you for joining us in the first of two Zoom Forums presenting Information on the **Amended and Restated Bylaws**
 - I encourage you to visit the GVR website (gvrec.org), 2022 Elections page where you may read and download the **Amended and Restated Bylaws, the Annotated Amended and Restated Bylaws** and other relevant Bylaws documents
 - Order of the Forum:
 - ❖ Presentation by Wendy Ehrlich, GVR Attorney
 - ❖ Opportunity to submit questions via the Q&A Function at the bottom of the Zoom page
 - ✓ Please note that we will only ask questions that are accompanied by your name and GVR number
 - ✓ Questions will be read and will be shared for a time on the screen
 - ✓ If there are too many questions to be addressed in our timeframe, we will do our best get to them at the next Forum.
 - Before we go any further, I want to thank the countless GVR members who have worked on the **Amended and Restated Bylaws**. Since 2018, members have worked to update, organize, clarify, and bring into legal conformance a Bylaws document, parts of which are 50 years old. It is because of their hard work and input, that we have the document today. A very large and very sincere THANK YOU for your hard work.
- Introduction of Wendy Ehrlich

Ms. Ehrlich obtained her Bachelor of Arts in English from the University of New Hampshire in 1982 (Phi Beta Kappa, Summa Cum Laude), her Juris Doctor from the Washington College of Law at American University in Washington, D.C. in 1986 (Magna Cum Laude, class rank: 8 of 311), and in 2000, she completed Harvard University's Golf Course Development program. She is admitted to the bar in Arizona, Washington D.C. and Maryland.

After graduating from law school, Ms. Ehrlich practiced as a criminal defense attorney in the Washington, D.C. metropolitan area representing clients in many high profile cases. In the mid 1990's, she was invited to join Greta Van Susteren's firm representing plaintiffs in mass tort litigation throughout the country. During her tenure at Coale & Van Susteren, Ms. Ehrlich brought suit against one of the country's largest water heater manufacturers, a case featured on ABC's Prime Time.

After relocating to Arizona, Ms. Ehrlich began representing community associations with the highly-regarded law firm of Ekmark & Ekmark, LLC in Scottsdale. She opened her own Tucson area practice devoted exclusively to community association representation in 2004. Ms. Ehrlich has served on the Board of Directors of the Southern Arizona Chapter of Community Associations Institute and is a featured speaker at many of its educational programs. In 2016, she drafted legislation that amended the Arizona Nonprofit Corporation Act to allow homeowner associations and other nonprofit corporations to use electronic voting systems

- Presentation by Wendy Ehrlich
 - Goals of the Restatement
 - ❖ Better organization
 - ❖ Clarify
 - ❖ Eliminate Ambiguity
 - ❖ Legal Conformance
 - Review of relevant statutes

Questions from attendees and (paraphrased) responses from Ms. Ehrlich:

Q: What has this process of updating the bylaws cost GVR?

A: I did not tally my charges when I prepared for this forum, but there have not been a lot of changes since the last time the Bylaws went before the membership. I would say it has been more time and energy than money.

Q: There is an understanding that you wrote the bylaws. Obviously, you are making sure they fit with Arizona law and taking out the obvious inconsistencies. Is that correct?

A: I reorganized the provisions to consolidate topics and reduce redundancy. Then I made changes that were necessary to be consistent with the Arizona non-profit organization act. Lastly, I made changes to clear up ambiguities and other situations about what was meant by the provision. All the language that appears was approved by the Subcommittee, BAC and Board of Directors. I did not write them from scratch.

Q: Is GVR vulnerable to any fines or lawsuits if the bylaws are not amended and instated?

A: No. State statutes will continue to trump the Bylaws, so as long as GVR's practices are consistent with those statutes, there will be no penalty for the bylaws continuing to be inconsistent with that law.

Q: Just joining and just arrived in town and haven't followed much. If asked before, sorry. Have any changes increased the BOD authority. Is so where? What paragraph?

A: There are no increases in Board authority in the proposed revisions. Article 6.7 addresses the limitations on Board powers. Subsections A.1 and A.2 are both modified to resolve ambiguities. [For details, click [HERE](#).]

Q: Can you please further explain the section on Voting Rights? Does this refer to voting for Bylaw Amendments and/or for voting for Board of Directors? Or does it refer to voting on issues at the BOD meetings?

A: Article 5, section 5.5 addresses member voting. The revision made there brings the provision into agreement with the statute. Director voting is addressed in Article 7.

Q: Is it wise to have an attorney to look at possible bylaw changes?

A: It's wise to have an attorney draft them, as is generally the practice. Under Arizona law, bylaws are a binding legal contract between the corporation and the members. Historically, GVR committees would draft new provisions without any attorney review. This has contributed greatly to the problematic condition GVR's current bylaws are in.

Q: Is there any good reason to NOT vote to pass this?

A: As the corporation's attorney and having a duty to act in its best interest, I see no reason. All we are doing is modernizing the document and creating a more user-friendly document for members, committee and board members. I see no reason not to vote to approve.

Q: Have there been any changes to ensure transparency on BOD actions?

A: There are no changes to the open meeting requirement. Members are entitled to review minutes of all open meetings. Nothing has been changed in respect to transparency.

Q: If members approve the bylaws changes, would future attorney fees be lower because they are better organized and reflecting state law?

A: Perhaps. Users may have fewer questions about provisions that have been clarified and consolidated.

Q: Tell us again where to find the proposed revised bylaws.

A: [On the 2022 Election page at GVREC.org, [HERE](#)]