

GVR Forum Presentation  
Amended and Restated Bylaws  
January 12, 2022 2:00 p.m.—3:00 p.m.  
Via Zoom

**Welcome to Forum—Joyce Finkelstein**

Thank you for joining us in the second 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:**

1. Presentation by Wendy Ehrlich, GVR Attorney
2. 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, and only questions will be addressed—not comments or opinions.

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 on February 22 at 11:30am.

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. -Joyce

**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 Arizona Revised Statutes: Title 10, chapters 24-40, the Arizona Nonprofit Corporation Act.

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

#### **Q. Are there any rules of thumb as to how often a corporation should update its bylaws?**

There is no legal regulation but generally you should consider amending and restating bylaws after half a dozen changes or the law changes. GVR has never done it.

#### **Q. Re section 5.4 "Record Date," is this new language? Why was it added? This seems to be restrictive to folks who might have sent payment in a few days later but won't be able to vote as the 30 days makes it a date in January? Correct?**

A: Our Bylaws are silent on a record date. Each year the N&E committee must recommend a record date to the board for approval. If they overlook that, State law says that the annual meeting becomes the record date by default. But GVR's annual meeting falls after the election. One reason for the date selected was to provide the electronic voting company sufficient time to prepare the ballots.

#### **Q: What is written notice of meetings? Can it be given by mail, email, website, etc..? The 21/22 board has called many meeting is calls "special meetings" without 30 days notice.**

A: The Notice of Meetings reference in Article 5 refers to membership meetings, ie, the annual meeting of the membership and any special meeting of the membership. It does not apply to board meetings.

**Q: Re section 6.6 "Powers" in subparagraph 2—is this new?**

A: No. It was moved from another section of the existing bylaws.

**Q: In 6.7.A.1: Budget v budgets. What is the purpose of this change?**

A: Each year GVR identifies an Operating budget and a Reserve budget. Because this passage uses the term "annual" it is my opinion that it refers to both budgets, so the "s" was added for clarity.

**Q: Why was the record date not set for January 31?**

A: That is not enough time for the voting company to prepare ballots. We chose it solely based on what the voting company requires. Also, by setting a date relative to the election, any voting opportunities held throughout the year can be accommodated.

**Q: 6.7.A.2 What prompted the change to the provision about change in service increase/decrease by 5%.**

A: This change was made in committee—not by me and not for the purposes of state law. This provision basically says that when GVR is going to +/- services by 5% or more of the current operating budget, it requires a vote of the members, aside from facilities built by developers. The committee wanted to add a second exception: if there are sufficient reserves to increase services.

**Q: What laws or guidelines exist regarding closing meetings?**

A: GVR is governed solely by the AZ nonprofit organization act and that act does not reference the matter of open or closed meetings. GVR has long had its own guidelines established in the bylaws. There have been no changes made to those provisions.