

EXHIBIT A
PROPOSED AMENDMENT TO THE AMENDED AND RESTATED
BYLAWS
OF VAL VISTA LAKES COMMUNITY ASSOCIATION

Amendment Title:

Director Eligibility and Member Election of Vacancies

Purpose

This Amendment establishes eligibility standards for Directors and committee members and revises the method for filling Board vacancies so that vacancies are filled by election of the Members rather than by Board appointment, except for limited interim service if necessary to preserve a quorum.

Amendment to Article IV, Section 5

Delete existing Article IV, Section 5 in its entirety and replace it with the following:

Section 5. Removal and Vacancies.

Any Director may be removed with or without cause at a Special Members' Meeting called for such purpose, by a vote of the Members of the Association, in accordance with Arizona law regarding the removal of Directors, including A.R.S. § 33-1813.

Except in the event of removal of a majority of the Board, in which case a special election shall occur as required by Arizona law, in the event of any vacancy on the Board, whether due to death, resignation, removal, disqualification, or an increase in the number of Directors, the vacancy shall be filled by election of the Members and not by appointment of the Board, except as otherwise provided below for temporary interim service solely to preserve a quorum.

If, because of one or more vacancies, the remaining Directors are fewer than a quorum, the remaining Directors may appoint one or more interim Directors solely for the limited purpose of restoring a quorum and allowing the Association to

continue ordinary operations until the Members elect a successor or successors. Any interim Director appointed under this paragraph shall serve only until the certification of the vacancy-election results or until forty-five (45) days after the vacancy first arose, whichever occurs first.

The Secretary shall cause notice of a special meeting of the Members for the purpose of filling the vacancy or vacancies to be given within ten (10) days after the vacancy arises, and the election shall be held not later than forty-five (45) days after the vacancy arises, unless an Annual Meeting of the Members is already scheduled to occur within that forty-five (45) day period, in which event the vacancy election may be conducted at that Annual Meeting.

Any candidate in a vacancy election must satisfy all otherwise applicable qualifications and eligibility requirements contained in these Bylaws.

A Director elected by the Members to fill a vacancy shall serve until the next Annual Meeting of the Members, unless a different term is required by applicable law or is necessary to complete an unexpired staggered term as determined at that Annual Meeting.

No interim Director appointed solely to preserve a quorum under this Section shall be deemed elected for purposes of Article IV, Section 2 term limits.

Add New Article IV, Section 7

Add a new Article IV, Section 7 as follows:

Section 7. Director and Committee Eligibility; Felony Disqualification.

7.1 Ongoing Qualification Requirement.

All Directors and all members of any committee of the Association must satisfy the eligibility requirements set forth in this Section at all times during their service.

7.2 Disqualification Based on Felony Conviction Event.

A person is not eligible to be nominated, elected, appointed, seated, or to continue serving as:

- (a) a Director; or
- (b) a member of any committee of the Association; or
- (c) a Board-appointed volunteer in any Association role involving Regular Child Contact

if that person has experienced a Conviction Event for a felony offense within the Disqualification Period.

7.3 Conviction Event Defined.

“Conviction Event” means:

- (a) entry of judgment of guilt for a felony in any jurisdiction;
- (b) acceptance by a court of a plea of guilty to a felony;
- (c) acceptance by a court of a plea of no contest to a felony; or
- (d) any adjudication legally equivalent to a felony conviction.

7.4 Disqualification Period.

“Disqualification Period” means seven (7) years measured from the later of:

- (a) the date of the Conviction Event; or
- (b) the date of completion of all incarceration, probation, parole, community supervision, or court-ordered supervision arising from the felony offense.

7.5 Regular Child Contact Defined.

“Regular Child Contact” means supervision, coaching, instruction, chaperoning, childcare, or routine in-person interaction with minors in connection with Association-sponsored programs, activities, events, or facilities where such contact is more than incidental or momentary.

7.6 Effect of Ineligibility.

If a Director is determined to be ineligible under this Section:

- (a) the Director shall immediately cease to qualify to serve;
- (b) the position shall be deemed vacant as of the date of the Board’s formal determination; and

(c) the vacancy shall thereafter be filled only in accordance with Article IV, Section 5 of these Bylaws.

If a committee member or Board-appointed volunteer is determined to be ineligible under this Section, that person shall immediately cease serving in that role.

7.7 Set-Aside or Similar Relief.

A Conviction Event remains a Conviction Event regardless of whether the conviction is later set aside, annotated, or otherwise receives post-conviction relief, unless the underlying judgment of guilt is vacated on the merits and the person is legally exonerated.

7.8 Procedure for Determination.

Before making a final eligibility determination regarding a seated Director, committee member, or Board-appointed volunteer, the Board shall:

- (a) provide written notice describing the basis of the potential ineligibility;
- (b) provide at least fifteen (15) days for the affected person to submit written documentation disputing identity or applicability; and
- (c) make the final determination by majority vote at an open meeting, except that legal advice may be received in executive session as permitted by law.

The affected person shall not participate in deliberations or vote on that determination.

7.9 Certification Requirement.

Each Director candidate, Director, committee member, and Board-appointed volunteer subject to this Section shall execute an eligibility certification in a form approved by the Association.

7.10 Uniform Application.

This Section applies uniformly to all persons serving in the covered roles.

7.11 Non-Limitation of Member Removal Rights.

Nothing in this Section limits the Members' independent statutory rights to remove a Director pursuant to A.R.S. § 33-1813.

7.12 Effective Date.

This Amendment becomes effective immediately upon approval by the Members as required by the Bylaws and applies to current and future Directors, committee members, and covered Board-appointed volunteers.