

Proposed Bylaw Amendments

Section 1.6. Purpose: To replace the current text pertaining to proxy voting, which is no longer allowed by statute, with new text that enables electronic and other voting participation for all Members.

Bylaws with Amendment

Words inserted or added are in **bold italics**

Word deleted is in **bracketed bold italics**.

Section 1.6. Amendment.

(a) These Bylaws may be amended, at a regular or special meeting of the Members by a vote of the Members having a majority (more than 50%) of the votes entitled to be cast in person or by **[proxy]electronic or any other reasonable procedure, including U.S. mail and fax.**

Section 2.4. Purpose: To replace the current text pertaining to proxy voting, which is no longer allowed by statute, with new text that enables electronic and other voting participation for all Members.

Bylaws with Amendment

Words inserted or added are in **bold italics**

Word deleted is in **bracketed bold italics**.

Section 2.4. Quorum. Except as otherwise provided in the Articles, the Declaration or these Bylaws, the presence in person or by **[proxy]electronic or any other reasonable procedure, including U.S. mail and fax** of Members entitled to cast one-tenth (1/10) of the total authorized votes in the Association shall constitute a quorum at all meetings of the Members.

Section 2.5. Purpose: To replace the current section pertaining to proxy voting, which is no longer allowed by statute, with a new section that enables electronic and other voting participation for all Members.

Bylaws with Amendment

Words inserted or added are in **bold italics**

Section 2.5. Voting. *At all meetings of the Members a vote on any action may be cast in person or by electronic or any other reasonable procedure, including U.S. mail and fax.*

Section 3.2. Purpose: To establish term limits on members of the Board of Directors. (Any director elected in 2019 would not be affected and would be allowed to complete his term in 2021.)

Bylaws with Amendment

Words inserted or added are in **bold italics**

Section 3.2. Term of Office. The initial members of the Board shall hold office until the first annual meeting of the Members and until their successors are elected and qualified. All directors shall be elected for staggered two (2)-year terms. **No member of the Board shall serve more than two (2) consecutive terms.**

Section 3.3. Purpose: To replace the current text pertaining to proxy voting, which is no longer allowed by statute, with new text that enables electronic and other voting participation for all Members.

Bylaws with Amendment

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Words deleted are in **bracketed bold italics**.

Section 3.3. Removal. At any annual or special meeting of the Members duly called, any one (1) or more of the members of the Board of Directors may be removed from the Board, with or without cause, by Members having more than fifty (50%) of the votes entitled to be cast by the Members present, in person **[or by proxy,]** at the meeting, **or by electronic or any other reasonable procedure, including U.S. mail and fax** and a successor may then and there be elected to fill the vacancy thereby created.

Section 3.10. Purpose: To establish policies and rules pertaining to procurement issues; to establish policies and rules for elections; to enable electronic voting; and to ensure the Bylaws are kept current.

Bylaws with Amendments

Words inserted or added are in **bold italics**

Section 3.10. Powers and Duties.

(a) The Board shall have all of the powers and duties necessary for the administration of the affairs of the Association and may do all such acts and things as are not by the Declaration, Articles or Bylaws required to be exercised or done by the Members. In addition to the duties imposed by these Bylaws or by any resolution of the Members that may hereinafter be adopted, the Board shall have the following powers and duties:

(16) Procure and maintain adequate property, liability and other insurance as required by the Declaration **and establish a written policy on procurement of all goods and services required to support the association to perform its duties that conforms with all relevant regulations of Arizona and local government law and adheres to industry best practice standards.**

(19): Establish a written policy to ensure free and fair elections. This policy shall include the following provisions:

(i) At least thirty (30) days before any election, there must be a meeting of the Members at which time the candidate can appear and provide background information and goals.

(ii) Any member who runs for office must disclose whether he or she resides within the Foothills Community Association and any prior bankruptcies, judgments, or felony convictions when submitting an application to run.

(20): Institute electronic voting for all elections in accordance with A.R.S. § 10-3708(F).

(21): The Bylaws must be reviewed on an annual basis to remove any and all obsolete text and to ensure the Bylaws conform with Arizona and local government law.