MARKED-UP PAGE 1: 1 COMPLIANCE ISSUE (#1) - SEE REDLINE COMMENTS AT RIGHT ->

Section 12 - Sample Provision Excerpt (Public Preview)

AMENDMENTS

These Bylaws may be amended by a Majority vote of the Board of Directors. The Board of Directors shall send any amendment to the members within thirty days after adoption. No amendment to these Bylaws may diminish or impair the rights of the Declarant under the Bylaws without the prior written consent of the Declarant.

ISSUE #1

MARKUP #1 ->

MARKUP #1 · GOVERNANCE & VOTING CONTROL RISK

BOARD & COUNSEL REVIEW

Sec. 12 (p. 16): Provision authorizes the Board of Directors to amend the Bylaws unilaterally by board vote without approval of the Association members under Va. Code Ann. §§ 55.1-1800 to 55.1-1836 (Virginia Property Owners' Association Act) & 18 VAC 48-50 / 48-60 / 48-70 (Virginia CIC Board & Ombudsman Regulations) and undefined.

Statutory / Legal Reference: Va. Code Ann. § 55.1-1800 to 55.1-1836 (Virginia Property Owners' Association Act) & 18 VAC 48-50 / 48-60 / 48-70 (Virginia CIC Board & Ombudsman Regulations); undefined

Statutory Comparison: Allowing the Board of Directors to amend the Bylaws without a vote of the members enables an incumbent board to unilaterally alter quorum thresholds, election procedures, term limits, and member governance protections in conflict with Va. Code Ann.

CURRENT WORDING IN DOCUMENT:

AMENDMENTS These Bylaws may be amended by a Majority vote of the Board of Directors. The Board of Directors shall send any amendment to the members within thirty days after adoption. No amendment to these Bylaws may diminish or impair the rights of the Declarant under the Bylaws without the prior written consent of the Declarant.

SAMPLE DISCUSSION WORDING (FOR HOA ATTORNEY REVIEW):

Require amendments to the Bylaws to be approved by the requisite vote of the Association members at a duly noticed membership meeting in accordance with Va. Code Ann. §§ 55.1-1800 to 55.1-1836 (Virginia Property Owners' Association Act) & 18 VAC 48-50 / 48-60 / 48-70 (Virginia CIC Board & Ombudsman Regulations) and undefined.