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## Introduction

This document provides a guide for persons to use to assess modifications and proposals for change from the Wood Valley by-laws established in 1994 to the newly proposed set up for vote in September of 2004. Small changes such as formatting differences or slight wording changes are not highlighted here-in but rather this document is meant to address items of significant change and to provide rationale as to why this change is being proposed. As a result some sections in the old / existing by-laws are not addressed below because the wording is mostly unchanged in the new document.

Note: Every attempt was made in creating the new by-laws to maintain as much consistency as possible with the previous document. Additions and modifications proposed are primarily based on an assessment of the by-laws from many other neighborhoods and also from work done by the 2002 board when preparing new by-laws to take effect were the Covenant Referendum of 2003 to pass.

Any mistakes found in this document please report to Mark Hunsinger. Every attempt has been made to make this complete and accurate but mistakes are bound to exist.

## Mapping of Old to New Significant Changes

Old	Proposed New
Article I, Section 1.2 Purposes and Powers  Removed, and/or consolidated, sections 1.2.1 through 1.29	Article I  Consolidated old sections and removed words regarding the ability to make or collect assessment, to make or enforce rules and regulations, and to enforce the covenants.  Added high level overview of key roles of the corporation consistent with the Articles of Incorporation, Covenants documents, and law.  Noted terms for how/when the Association can make a motion to modify the Covenants again in the future.  Clearly stated the Association is voluntary and officially included the Heavenridge subdivision as a part of the Association.
Rationale: Fixed a plethora of legal issues surrounding inconsistencies in the wording between the by-laws, Articles of Incorporation and Covenants documents. Also made every attempt to more clearly specify the function and scope of the Association. The Covenant statement added about when the Association may attempt to modify these again in the future was added to fix concerns expressed by many as to when it is legal for the Association, or anyone for that matter, to ever proposed modifications to the covenants.	

Old	Proposed New
New section is not applicable to the old document mostly however some terms were defined within the document but were scattered amongst and defined only at the point first used.	Article II  Provided for clarity and understanding.
Rationale: To improve clarity and understanding.	

<b>Old</b>	<b>Proposed New</b>
Article II, Sections 2.1 Membership and 2.2 New Owners	Article III, Section 1 Membership  Modified membership terms to note membership is only by payment of the Annual dues. Also included terms to terminate membership.  Removed statement that new owners must supply a copy of their deed to the recording secretary.  Updated wording to cover additional situations such as leased lots, lots owned by Corporations, etc.
Rationale: Provided better clarity on membership entry / exit criteria and updated language to represent new language present in other neighborhood documents.	

<b>Old</b>	<b>Proposed New</b>
Article II, Section 2.3 Dues  Removed	Article II, Section 1 Annual Appeal and Article X Calendar  Major change in modifying wording from Dues (which implies something required) to an Appeal. Removed the board limit on increase percentages to the appeal annually and fixed calendar issues with when the dues previously were due vs. when voting occurred.
Rationale: Better reflects and represents the voluntary designation of the Association and fixes prior issues between establishing voting rights based on when membership payment was due. Also provides the board more latitude to adjust the appeal amount outside of the old 10% limit based on unforeseen events or significant increases in fees paid.	

<b>Old</b>	<b>Proposed New</b>
Article III, Section 3.5 Quorum  20 members	Article III, Section 8 Quorum  Changed to 10% of the members
Rationale: Mandates more involvement on behalf of the neighborhoods and ensures a better distribution of representation is required for any votes.	

<b>Old</b>	<b>Proposed New</b>
Article IV, Section 4.1 Number and Term of Office	Article IV, Section 3 Term and Section 4 Number  Specified staggered terms for board members and change a term to represent two years the one year served at present.
Rationale: Staggered terms provides better continuity as new board members are put in place.	

<b>Old</b>	<b>Proposed New</b>
Article III, Section 4.6 Quorum  Majority if 2 or more directors present	Article V, Section 6 Quorum  4 if 6 or 7 directors present, 3 if 5 directors present  Doesn't permit voting with less than 5 directors present per Article 4, Section 4
Rationale: More clearly defines a reasonable number to vote on behalf of the members.	

<b>Old</b>	<b>Proposed New</b>
Article III, Section 4.7 Powers and Authority of the Board of Directors and Section 4.8 Duties of the Board of Directors	Article IV, Section 1 General Powers and Section 11 Duties  Removed words regarding the ability to make or collect assessment, to make or enforce rules and regulations, and to enforce the covenants.  Clarified and changed the terms and length of contracts the board can sign.
Rationale: Fixed a plethora of legal issues surrounding inconsistencies in the wording between the by-laws, Articles of Incorporation and Covenants documents. Also made every attempt to more clearly specify the function and scope of the Association.	

<b>Old</b>	<b>Proposed New</b>
Article V, Section 5.3.4 Treasurer duties	Article VI, Treasurer  Expanded and clarified list of duties plus re-enforced the statement from the existing by-laws to conduct an annual audit.
Rationale: Simplicity.	

<b>Old</b>	<b>Proposed New</b>
Article X, Section 10.2 Corporate Seal	N/A  Removed the requirement to have and maintain a corporate seal.
Rationale: Simplicity.	

### Mapping of Old to New Section Numbers

<b>Old</b>	<b>Proposed New</b>
Article I, Section 1.1	Article I
Article I, Section 1.2	Article I
Article II, Section 2.1	Article III, Section 1
Article II, Section 2.2	Article III, Section 1
Article II, Section 2.3	Article II, Section 1
Article II, Section 3.1	Article III, Section 2
Article III, Section 3.2	Article III, Section 3
Article III, Section 3.3	Article III, Section 4, 5
Article III, Section 3.4	Article III, Section 7
Article III, Section 3.5	Article III, Section 8
Article III, Section 3.6	Article III, Section 15
Article III, Section 3.7	Article III, Section 10
Article III, Section 3.8	Article III, Section 13
Article III, Section 3.9	Article III, Section 14
Article III, Section 3.10	Article III, Section 9
Article III, Section 3.11	Article II, Section 11
Article IV, Section 4.1	Article IV, Sections 3, 4
Article IV, Section 4.2	Article IV, Section 7
Article IV, Section 4.3	Article IV, Section 8
Article IV, Section 4.4	Article V, Section 1
Article IV, Section 4.5	Article V, Section 2
Article IV, Section 4.6	Article V, Section 6
Article IV, Section 4.7.1	Article IV, Section 11
Article IV, Section 4.7.2	Removed
Article IV, Section 4.7.3	Article IV, Section 11

Article IV, Section 4.7.4	Article IV, Section 11
Article IV, Section 4.7.5	Article IV, Section 14
Article IV, Section 4.7.6	Removed
Article IV, Section 4.7.7	Removed
Article IV, Section 4.7.8	Removed
Article IV, Section 4.8.1	Article IV, Section 11
Article IV, Section 4.8.2	Removed
Article IV, Section 4.8.3	Article IV, Section 11
Article IV, Section 4.8.4	Removed
Article IV, Section 4.8.5	Article IV, Section 11
Article IV, Section 4.8.6	Removed
Article IV, Section 4.8.7	Removed
Article IV, Section 4.8.8	Removed
Article IV, Section 4.8.9	Removed
Article IV, Section 4.8.10	Removed
Article IV, Section 4.8.11	Article IV, Section 11
Article IV, Section 4.9	Article IV, Section 9
Article IV, Section 4.10	Removed
Article V, Section 5.1	Article IV, Section 4
Article V, Section 5.2	Article IV, Section 2
Article V, Section 5.3	Article IV, Section 1, 11; Article VI
Article V, Section 5.4 (missing)	N/A
Article V, Section 5.5	Article IV, Section 6
Article VI	Article VII
Article VII	Article XI
Article VIII	Article IV, Section 13
Article IX	Article XII
Article X, Section 1	Article VIII
CERTIFICATION	Article XIII

### Mapping of New to Old Section Numbers

<b>Proposed New</b>	<b>Old</b>
Article I	Article I + adds/deletions
Article II	New (Note: New doesn't imply it is either all new wording to the document but at times may just indicate it's a new section that is comprised of piece parts from so many other places it isn't worth noting.)
Article II, Section 1	Article II, Section 2.3
Article II, Section 2	New; adds clarification and improves readability
Article II, Section 3	New; adds clarification and improves readability
Article II, Section 4	New; adds clarification and improves readability
Article II, Section 5	New; adds clarification and improves readability
Article II, Section 6	New; adds clarification and improves readability
Article II, Section 7	New; adds clarification and improves readability
Article II, Section 8	New; adds clarification and improves readability
Article II, Section 9	New; adds clarification and improves readability
Article II, Section 10	New; adds clarification and improves readability
Article II, Section 11	Article II, Section 2.1; Article III, Section 3.11 + new
Article III, Section 1	Article II, Section 2.1
Article III, Section 2	Article III, Section 3.1
Article III, Section 3	Article III, Section 3.2
Article III, Section 4	Article III, Section 3.3
Article III, Section 5	Article III, Section 3.3
Article III, Section 6	Article III, Section 3.3
Article III, Section 7	Article III, Section 3.4
Article III, Section 8	Article III, Section 3.5

Article III, Section 9	Article III, Section 3.10
Article III, Section 10	Article II, Section 3.7
Article III, Section 11	Article VII, Section 7.2; expanded and clarified
Article III, Section 12	New; provided for clarification and consistency with other neighborhood by-laws
Article III, Section 13	Article III, Section 3.8
Article III, Section 14	Article III, Section 3.9
Article III, Section 15	Article III, Section 3.6
Article IV, Section 1	Article IV, Section 4.7 + New
Article IV, Section 2	Article V, Section 5.2
Article IV, Section 3	Article IV, Section 4.1
Article IV, Section 4	Article IV, Section 4.1
Article IV, Section 5	Article V, Section 5.2; Article V, Section 5.1
Article IV, Section 6	Article V, Section 5.5
Article IV, Section 7	Article IV, Section 4.2
Article IV, Section 8	Article IV, Section 4.3
Article IV, Section 9	Article IV, Section 4.9
Article IV, Section 10	Article IV, Section 4.7
Article IV, Section 11	Article IV, Section 4.8
Article IV, Section 12	Article IV, Section 4.1 but expanded wording
Article IV, Section 13	Article VIII
Article IV, Section 14	Article IV, Section 4.7.5
Article V, Section 1	Article IV, Section 4.4
Article V, Section 2	Article IV, Section 4.5
Article V, Section 3	Article IV, Section 4.5
Article V, Section 4	Article III, Section 3.4
Article V, Section 5	New; provided for clarification and consistency with other neighborhood by-laws
Article V, Section 6	Article IV, Section 4.6
Article V, Section 7	Article IV, Section 4.6
Article V, Section 8	Article III, Section 3.6
Article V, Section 9	Article IV, Section 4.8.2
Article VI	Article V, Section 5.3
Article VII	Article VI
Article VIII	Article X, Section 10.1
Article IX	New; provided for clarification and consistency with other neighborhood by-laws
Article X	New; provided for clarification and consistency with other neighborhood by-laws
Article XI	Article VII
Article XII	Article IX
Article XIII	CERTIFICATION