

## BOARD AFFAIRS & BYLAWS COMMITTEE MEETING

Wednesday, November 2, 2011

9:00 a.m.

MSC Annex

*GVR's Mission Statement: "To provide recreational, social and leisure education opportunities that enhance the quality of our members' lives."*

**IN ATTENDANCE:** Linda Sparks (Chair), Joyce Finkelstein (Vice-Chair), Russ Carpenter, Chuck Catino, Marge Garneau, John Haggerty, Roberta Konen, Glenn Lundell, Altie Metcalf, Bob Northrup

**ABSENT:** Ann Gillingham, Beryl Sumner

**OTHER DIRECTORS:** Joyce Bulau, Mark Haskoe

**STAFF:** Lanny Sloan (Executive Director), Marilee Taber (Executive Assistant), Sue DeKoker (Administrative Assistant), Kim Steinhilb (Member Services & IT Manager)

**VISITORS:** One (1)

- 
- **Call to Order** - Committee Chair, Linda Sparks called the meeting to order at 8:58 a.m.
  - **Approval of the October 5, 2011 Meeting Minutes** – The minutes from the October 5, 2011 Board Affairs & Bylaws Committee meeting were approved as distributed.
  - **Items Added to the Agenda:** Report from Bylaws Subcommittee, Changes from legal counsel, CPM Subcommittee, Glenn Lundell would like to address an issue
  - **Old Business:** None.
  - **Report from the CPM Subcommittee** - Bylaws Subcommittee Chair, Joyce Finkelstein - Lanny Sloan reported that there were a few items that legal counsel had questioned and suggested changing, however, after Lanny explained the reasoning behind those items she was satisfied with their remaining in the Corporate Policy Manual.
    - **Section II Subsection 1. Code of Conduct** – Item D. John recommended removing the word “tenant” since it is difficult to be responsible for a renter’s behavior, especially if you are using a realtor. Russ mentioned that many members are using the “vrbo,” vacation rental by owner, website to rent their properties and GVR members should remember they have responsibilities when choosing a renter. There was a motion to remove the word “tenant” from Item D, seconded and passed 6 to 1 and 1 abstention.
    - **Section II under A. Guest Policy** –Item 2. Remove the words “and is prohibited from using GVR facilities.” Moved and seconded, passed with 7 pro votes. Item 4.

Remove the words “GVR members purchasing an Annual Guest Card after January 1 will be charged the entire fee.” The reason being it is redundant. Moved and seconded, passed unanimously.

- **Section II under B. Annual Dues** – legal counsel recommended adding a number 3. Annual Dues is synonymous with the terms “regular assessments” or “assessments” but not “special assessments.” Roberta moved to include this language, seconded by Glenn, vote carried unanimously.

- **Section II under E. New Member Capital Fee** – Glenn moved to change the 180 day time frame for a GVR member to buy another GVR property after selling their current GVR property, to one year. The motion was seconded and carried unanimously. It was also moved to strike the last sentence of this paragraph, “A person paying a New Member Capital fee shall be exempt from Transfer Fee,” was seconded and carried unanimously.

- **Section II under F. Fees for Services** – Bob moved to change F to be “Other Fees” seconded and carried unanimously.

- **Section II Subsection 4. Delinquency and Penalties under B. Effect of Non-Payment** - Bob moved to strike the word “business” from Item 1, seconded and carried unanimously.

- **Section II Subsection 5. Suspension of Privileges under B. Suspension of Member Privileges** – Bob moved to re-number f through k as subsections of letter “e” and to add the phrase “if the member so desires” at the end of i) so “e” will now read: e) If this was not the first complaint filed or the complaint was deemed serious in nature by the assigned staff member, the matter would be turned over to the Executive Director for handling, via the process listed below.

- i. The Executive Director, the President of the Board of Directors and the chairperson for the Board Affairs Committee will then conduct their own investigation as they deem appropriate, and will include a meeting with the member, against whom the complaint was lodged, if the member so desires.
- ii. Upon completion of the above (i), a report will be made to the Board of Directors on the findings of the investigation along with a possible recommended action, which may include a suspension.
- iii. The Board of Directors will review and discuss the report content and make a decision on levying a suspension, and the duration of the suspension, at the next regularly scheduled executive session, if unable to convene sooner.
- iv. If the Board decides to levy a suspension, the Executive Director shall give the member a written notice not less than fifteen (15) days before the suspension takes effect and the reasons thereof (“Notice of Suspension”).
- v. Said Notice of Suspension shall include the date, time and place at which the member may be heard orally by a person or persons designated by the Board (“Appeals Officer[s]”). A written response may be presented in lieu of a personal appearance. The Appeal Officer[s] shall be authorized to decide if the proposed suspension should be upheld, or reduced. Said hearing shall be at least five (5) days before the effective date of the suspension.

- vi. Unless the Appeal Officer[s] decide that the proposed suspension should not take place or be reduced, the decision of the Board of Directors shall be final. This member shall be declared a ‘Member Not in Good Standing’ until the suspension is completed.

- **Section II Subsection 6. Examination of Corporate Documents Under B Charge for Documents** – Bob moved to add after *A GVR member requesting copies of GVR documents will be assessed a charge determined by the administration, “but in accordance with Arizona Statutes;”* this wording was seconded and passed unanimously.

Roberta moved to approve the Corporate Policy Manual as amended, seconded by Chuck and the motion was approved unanimously.

Chuck requested revisiting previously approved **Section VI Subsection 4. Board Committees’ Duties and Responsibilities under B. Committees of the Board of Directors** – Item 4. The Board (replace the word board with President) may establish additional [insert the words “Board approved”] committees comprised of members/assigned members in good standing, Directors and Administrative Staff. Chuck moved these changes be made, seconded and approved unanimously.

➤ **Articles of Incorporation** – Russ Carpenter passed out proposed wording changes that are outdated language. Chair Sparks suggested the committee study Russ’ handout and get legal counsel’s opinion and bring back to the committee in December. The committee agreed.

➤ **New Business:**

- **Bylaws**

- ❖ **Article I Section 5: Jurisdiction of The Corporation Item A** - add to the end of the first sentence “and any real property brought into the jurisdiction of the Corporation in accordance with these Bylaws.”
- ❖ **Article II Section 2: Membership** - change four (4) to three (3) in the opening sentence. **Section 4: Use of Facilities** – change the word “Life Care Members” to “Life Care Privileges.”

Altie moved that these changes be made, seconded and carried unanimously. Much discussion ensued on “assigned members” and the intent of “assigned members” in the bylaws. Linda recommended John Haggerty work on the paragraph concerning “assigned members”, send to Altie for review and bring to the committee and to the Town Hall Meeting, both will be scheduled later in November and send to the Board of Directors’ Meeting afterward. The committee agreed with this recommendation.

- After some discussion, the committee agreed to ask the Board to revisit removing Bylaws from the Board Affairs Committee name.

- *Member's Comments* – None.
- *Adjournment* - The meeting adjourned at 11:44 a.m.
- *Next Meeting* – **Wednesday, December 7, 2011 at 9:00 a.m. in the MSC Annex.**

Approved by:

\_\_\_\_\_

Linda Sparks, Chair

\_\_\_\_\_

Date

Attachments are as follows:

- (Attachment A) – Bylaws of Green Valley Recreation, Inc.  
(Amended by the GVR Membership – March 22, 2011)
- (Attachment B) – Proposed Amendments to GVR Articles of Incorporation – Russ Carpenter October, 25, 2011
- (Attachment C) – Proposed Change to the Approved Section VI of the Corporate Policy Manuel  
(Approved September 27, 2011)
- (Attachment D) – Section II Membership of the Corporate Policy Manuel