



CORPORATE POLICY MANUAL

June 26, 2018

**GREEN VALLEY RECREATION, INC.
CORPORATE POLICY MANUAL**

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GREEN VALLEY RECREATION, INC. CORPORATE POLICY MANUAL

This policy manual is published to aid in the governing of Green Valley Recreation, Inc. and to promote the health, safety and welfare of the members of the Corporation. This manual supports the Articles of Incorporation and the Bylaws and provides a detailed process used by the Board of Directors (Board) of Green Valley Recreation and staff to implement policies and procedures in the operation of the Corporation. Other governing documents such as the Developer Member Agreements, Articles of Incorporation, GVR Bylaws, and other essential advisories that impact the governance of Green Valley Recreation, Inc. can be found on file in the corporate office located at 1070 Calle de las Casitas, Green Valley, Arizona.

These policies may be amended or changed in whole or in part by a majority vote of the Board of Directors members present. Further information on most items can be found in the minutes of the Board of Directors meetings wherein approval was granted and policy made, as well as any committee minutes preceding this action.

This manual will reflect any changes, additions or deletions as determined by the Board of Directors with an effective date adopted by the Board.

SECTION I – GENERAL

Section I was approved by the GVR Board of Directors on July 26, 2011; except as amended

A. Name of the Corporation

The name of the corporation shall be **GREEN VALLEY RECREATION, INC.**, hereinafter referred to as “The Corporation” or “GVR.” The Corporation has been organized, and exists, as a non-profit corporation under the laws of the State of Arizona. Green Valley Recreation, Inc. conducts business as a non-profit corporation as prescribed within the Arizona Revised Statutes, Title 10, Corporations and Associations.

B. Business of the Corporation

The purpose of the Corporation is to provide recreational, cultural, and educational programs for the enjoyment of GVR Members and their guests. As a non-profit corporation, GVR is recognized as a "civic organization" within the U.S. Internal Revenue Code with a 501 (c) 4 tax classification. GVR’s Employer Identification Number (EIN) is 23-7185629.

In support of the mission statement the Board has established the governing values for the Corporation as follows:

1. Provides quality recreational opportunities.
2. Provides and maintains quality recreational facilities.
3. Proactively manages financial resources.
4. Is responsive to members.
5. Maintains qualified staff at all levels.
6. Promotes strong volunteer participation.
7. Maintains involvement in community events/issues.

C. Operation of the Corporation

The Board is responsible for governing in a manner that emphasizes long-term goals and objectives and strategic leadership. The Board has delegated the day-to-day operations of the Corporation to staff in concert with federal and state laws as well as the policies specifically outlined in this manual. The Chief Executive Officer has been appointed by the Board as the Chief Operating Officer and is responsible for the operations of the Corporation. The Board will be proactive in its decision making and will focus on the following:

1. Determining long-term goals of the organization.
2. Establishing policies which address: (1) the products (what benefits for which needs at what cost), (2) ethical and other operational boundaries for which the staff shall be held accountable, (3) Board roles and responsibilities, and (4) Board and staff relationships.
3. Disciplining itself as to attendance, speaking with one voice and adhering to policy governance.
4. Being accountable to the membership for competently, conscientiously, and effectively accomplishing its obligation as a body.
5. Initiating policy and taking responsibility for its own performance. In addition to following the Arizona Revised State Statutes and other applicable local, state and federal

laws, GVR has developed documents which assist in governing the affairs of the organization. Those documents include:

- a. Articles of Incorporation
- b. Bylaws
- c. Corporate Policy Manual

D. Mission of the Corporation (January 23, 2007)

To provide recreational, social and leisure education opportunities that enhance the quality of our members' lives.

E. Vision of the Corporation (September 27, 2016)

To be the preeminent destination of choice for active adults and retirees.

SECTION II – MEMBERSHIP

Section II was approved by the GVR Board of Directors on April 22, 2014; except as amended

SUBSECTION 1. CODE OF CONDUCT

Non-Discrimination Policy: it is the policy of Green Valley Recreation, Inc. to treat all people with dignity, respect and equality regardless of age, race, color, ancestry, country of origin, disability, ethnicity, marital status, family status, veteran status, gender, religion, sexual orientation or gender identity. (adopted 11/18/2015)

- A. Users of GVR facilities are required to comply with GVR published rules and regulations.
- B. Users are expected to show common courtesy to employees, directors, volunteers and other members and guests.
- C. Users shall refrain from using offensive language and behavior.
- D. Members are responsible for the conduct of their guests.
- E. Violation of the above codes of conduct may result in a member having his/her rights and privileges suspended, as well as those of their guests or tenants.

SUBSECTION 2. GENERAL

GVR property and member definitions, use of facilities, suspension of privileges and voting rights are as set forth in the bylaws of the Corporation or the Corporate Policy Manual.

A. GVR Membership Cards (updated 4/19/2016)

- 1. GVR membership cards shall be issued to each owner of a GVR membership property.
- 2. A spouse of a GVR member shall be issued a GVR membership card regardless of whether the spouse is on title to the property unless the spouse has disclaimed interest in the property.
- 3. If a GVR property is held in a trust, each trustee shall be issued a GVR membership card unless the trust specifies otherwise.
- 4. If a GVR property is owned by a corporation, LLC, or similar entity, a GVR membership card shall be issued to up to two (2) managing member(s) of the entity.
- 5. A GVR membership card shall be issued to a person who shares a common household with a GVR member upon proof of residency and payment of an Additional Card Holder fee as established by the Board.
- 6. Any single-owner GVR membership property that was issued an Annual Guest Card or Additional Card Holder card prior to the effective date of this policy may renew such cards without payment of a fee.

B. Guest Policy (updated 8/29/2017)

- 1. Guest privileges are intended for temporary visitors of a Regular Member, Assigned Member, Tenant, or Life Care User of GVR and who live outside a twenty (20) mile radius of established GVR Boundaries. In general, guest cards are provided for

- visitors who are staying in a GVR household with the member or who are staying in a local commercial hotel as a guest of the member.
2. Anyone residing a non-GVR property within the jurisdiction of the corporation is not an eligible guest.
 3. GVR Members may purchase an Annual Guest Card for a fee determined by the Board of Directors. GVR members may also purchase daily guest cards for an additional fee. Limit one (1) Annual Guest Card per household. The Annual Guest Card allows for an unlimited number of guests and guest visits. Daily Guest passes allow for unlimited number of guests on specific days only.
 4. GVR Members who own more than one GVR property may purchase an Annual Guest Card only for the property in which they reside.
 5. No more than one (1) Annual Guest Card may be purchased by an individual(s) owning GVR properties regardless of the number of properties owned.
 6. Annual Guest Cards may not be purchased for properties which are tenant occupied. Tenants may purchase Daily Guest passes for a fee determined by the Board of Directors.
 7. Annual Guest Cards are valid through the end of the calendar year (December 31). Annual Guest Card fees are not prorated.
 8. Adult guests 18 years of age and older are required to have a valid guest card when visiting GVR facilities. Multiple guests visiting the same facility may use the same Annual Guest Card.
 9. Guests under the age of 18 do not require guest cards and must be accompanied by a GVR-issued card-carrying adult.
 10. Replacement of a lost or damaged Annual Guest Card must be obtained at a GVR Member Services office. The fee for replacement cards is determined by the Board of Directors. Lost cards will be deactivated to prevent future use of the card. Damaged cards must be returned to a GVR Member Services office before a replacement card will be issued.
 11. Tenants with guests may purchase a day pass for each guest over the age of 18.
 12. Guest cards are required for all general facility use and club activities. However, guest cards are not required for ticketed GVR events where guests pay a higher ticket price than the member price.
 13. At management's discretion, guest usage of GVR facilities may be limited to non-primetime hours. Signage will be added to all facility gates reminding individuals that each person must swipe (or 'tap' for proximity cards) a GVR-issued ID Card. In addition, members and guests who abuse GVR ID card privileges may be subject to sanctions and penalties up to and including fines and/or loss of privileges, as determined by the Board of Directors. Rules governing board-authorized sanctions and penalties will be publicized to the general membership.
 14. GVR stopped issuing Annual Guest Cards on a complimentary basis to new Single Member Households on March 1, 2016. Annual Guest cards offered on a complimentary basis to Single Member Households prior to March 1, 2016 (whereby the GVR member property remains a single member household) will continue to be issued, provided that the affected GVR Member formally requests a Single Member Annual Guest Card each year. The formal request may be made any time during a calendar year and for each subsequent calendar year. Failure to request a card during

a calendar year will result in forfeiture of the Single Member Annual Guest Card privilege for the GVR member. Cards are specific to a GVR member property and are not transferable to a new owner of the property.

15. Life Care Privilege - Life Care Users may purchase Annual Guest Cards and Daily Guest Passes following the same guidelines established for guests of any GVR Member.

C. Life Care Privilege (updated 6/26/2018)

1. Life Care Users are former GVR members in good standing who currently reside in a life care facility in the Greater Green Valley area and have requested, for a fee, to have GVR privileges extended to them.
2. The former GVR member of a membership property must make an annual application in the Membership Office.
3. An individual annual fee will be charged at a rate determined by the Board, either for the full year or prorated as required. This fee is non-refundable.
4. A "Life Care Facility" is defined as a continuing care retirement community, assisted living community, as well as those communities defined in the Arizona State Statutes regarding Life Care Contracts.
5. A distinctive identification card will be issued by GVR, which will permit the individual to use GVR facilities, register for programs and attend club functions.
6. Along with the following limitations, Life Care Users are subject to the same rules and regulations as all GVR Members.
7. Life Care Users are subject to the following:
 - a) May not serve on the Board of Directors or be a member of a Committee of the Board.
 - b) May not vote for any membership issues.
 - c) Life Care Users may purchase guest cards following the same guidelines established for guests of any GVR Member.

SUBSECTION 3. ANNUAL DUES, ANNUAL DUES INSTALLMENT PAYMENT PLAN, INITIAL FEES, FEES FOR SERVICES (updated 4/19/2016)

A. General

All Fees, Annual Dues, Service Fees and Delinquency charges shall be established each year by the approval of at least seven members of the Board of Directors. The Board also has the right to approve assessments, as long as they are not special assessments for any purpose, by a vote of a minimum of seven Board members. Special assessments for any purpose shall require approval of at least seven members of the Board of Directors, and a vote of at least a majority of the Members voting.

B. Annual Dues

1. The Board shall establish membership dues for each fiscal year on or before December 10. In establishing annual dues, the Fiscal Affairs Committee and the Board of Directors shall use the following formula as a starting point. The sum of 50% of the CPI (W) percentage increase/decrease through September of the current year and 50% of the Social Security percentage increase/decrease for the current

- year. To the extent permitted by law, the Committee and Board may deviate from this formula in establishing the dues after taking into consideration all relevant factors including, but not limited to, projected operating costs, maintenance projects, and appropriate reserves. These dues are payable on or before January 1 of that same fiscal year.
2. Upon the initial purchase of a property in a deed-restricted subdivision, the annual dues shall be prorated as of the date of closing. When an owner of property in a subdivision which is not master deed restricted subjects his property to a GVR deed restriction, the annual dues shall be prorated as of the date the property is made subject to the voluntary deed restriction.
 3. Annual Dues is synonymous with the terms “regular assessments” or “assessments”, but not “special assessments.”
 4. Commercial Residential/Care Facility (CRCF) membership properties shall pay annual dues in an amount equal to the then-current annual dues multiplied by the number of units in the facility, regardless of whether or not such units are occupied.

C. Annual Dues Installment Payment Plan

1. Members will be notified that if they have difficulty making the single payment they can request and submit a payment plan request form.
2. There will be a \$10.00 set-up fee due at the time the payment plan is set up.
3. There will also be a \$24.00 payment plan fee charged over the period of the plan.
4. The past and current month’s payments will be charged and must be paid at the time the plan is set up.
5. If a member requests a payment plan, his/her account may be subject to all applicable finance charges.
6. Members will only be able to use the payment plan with an Automatic Clearing House (ACH) Debit.
7. At the time of the request, future finance charges will stop unless the member defaults on payments. If the account is defaulted, all past applicable finance charges that would have been charged will become due.
8. Members may continue to use GVR facilities and attend programs if they are current with their payments.

D. Initial Fees

1. The Initial Fee may be adjusted annually by the Board based on the Department of Labor CPI (Consumer Price Index), “all items, Western Urban Region,” rounded to the nearest dollar amount.
2. The initial fee is due at the time of the closing of escrow on a deed-restricted membership property or at the time an owner elects to deed-restrict property for membership.
3. An owner paying an Initial Fee shall be exempt from paying the New Member Capital Fee on that property.

E. New Member Capital Fee – adopted 12/17/2015

Upon transfer of title to a GVR membership property, the new owner thereof shall pay a New Member Capital Fee unless such owner was a GVR membership property owner at the time of

the transfer or within twelve months prior thereto. Revenue from the New Member Capital Fees may be used as will most effectively further the general purpose of the Corporation to provide for current and future needs.

F. Other Fees updated 12/17/2015

A fee for service is payment for the work involved in an operation that benefits individual members, as distinct from the entire membership.

1. The Board has established fees for services:
 - a) **Transfer Fees:** There shall be a charge for the processing of the transfer of a membership upon the transfer of title to a membership property.
 - b) **Tenant Fees:** Upon application, tenant cards shall be issued to a person leasing GVR membership property. There will be a charge for a tenant card.
2. The authority to establish and modify operational fees is delegated to GVR Administration as part of the ongoing day-to-day management of the organization. Such fees fall in the following broad categories.
 - a) **Programmatic Fees:** These fees are established to provide cost recovery of direct expenses related to entertainment, participation, and instructional programs.
 - b) **Facility Fees:** These fees are established to provide cost recovery related exclusively to the use of facility space and/or equipment by outside groups and member usage beyond the basic services of GVR. Such fees include, but are not limited to, reservation fees, time incremental facility usage fees, equipment fees, custodial and technician fees, catering. Damage deposits are required.
 - c) **Administrative Fees:** These fees are established to provide cost recovery for miscellaneous services provided to members and outside parties. Such fees include but are not limited to, photocopying, facsimile, computer, facility keys, card replacement and publications.
 - d) **Processing Fees:** These fees are established to provide cost recovery for labor and overhead generated through business transaction to members and outside parties. Such fees will be attached to all transactional business including, but not limited to, member dues, programs, instructional courses, and rentals.

SUBSECTION 4. DELINQUENCY AND PENALTIES

A. General

The Board shall ensure the establishment of:

1. Payment due dates for initial fees, annual membership dues, fees for services and assessments.
2. Penalties for late payments.

B. Effect of Non-Payment

1. Annual dues are due and payable on or before January 1st.
2. Any dues, fees, or assessments that are not paid in full ten (10) days after their due dates shall be deemed delinquent and subject to penalties. The delinquency shall be subject to finance charges as approved by the Board.
3. If a member's account remains delinquent after May 1st the account will be referred to counsel for collection, including, but not limited to, the recording of a notice of lien

against the member's property and the initiation of legal proceedings against the delinquent member and/or his property. Collection costs, including, but not limited to, attorney's fees and court costs, shall be the responsibility of the delinquent members.

4. A member who has entered into an approved payment plan with GVR and is in compliance with the terms thereof shall not be considered delinquent.

SUBSECTION 5. SUSPENSION OF PRIVILEGES

A. Member Not In Good Standing

Any GVR Member who has not paid dues, fees or assessments as of the time such payment is due becomes delinquent and shall automatically be declared a 'Member Not in Good Standing.' Any GVR Member Not in Good Standing and his/her Additional Card Holder, Assigned Member and/or Tenants and Guests shall not be entitled to use GVR facilities. The delinquent member shall not hold any office, nor vote in any election. Upon payment of all delinquent dues, penalties, fees, assessments, and accrued interest together with the cost of collection, said members shall be restored to good standing.

B. Suspended Member

1. A Suspended Member is an individual, not a household. Any GVR cardholder who has been determined to have violated GVR rules and regulations or otherwise deemed as a "Suspended Member" by the GVR Board of Directors shall be restricted from use of GVR facilities. This suspension may include suspension of use from all GVR facilities, or may be select facilities, as decided on by the Board.
2. A suspended member shall retain the rights to vote but not to hold office.
3. The suspended member shall be responsible for all dues, fees and assessments.

C. Suspension of Member Privileges

1. A member who violates the established rules and regulations of GVR is subject to suspension of privileges. Copies of rules and regulations are posted within GVR facilities. The GVR Code of Conduct is supplied to all members.
2. The Chief Executive Officer or designee has the authority to determine if a violation is major or minor. The Chief Executive Officer or designee is authorized to immediately deny any member access to facilities for a period of up to ten (10) days for minor violations, including, but not limited to, failure to provide his/her membership card or other GVR identification card. In the event of a major violation, including but not limited to violation of any law, physical confrontation, verbal abuse, the Chief Executive Officer or designee shall have the authority to immediately deny any member access to facilities until the violation can be investigated and the Board can take action.
3. Minor Incidents - Upon receipt of a complaint from a GVR member or staff the Chief Executive Officer or designee will investigate the complaint as follows:
 - a) Contact the person who filed the complaint.
 - b) Contact witnesses or those parties to the incident which resulted in the complaint.
 - c) Contact the member(s) against whom the complaint was filed, either in person or by phone. If direct contact is not available, the contact may be made by email or letter.

- d) The Chief Executive Officer shall then determine if the complaint is valid. If the complaint is determined to be valid, the member(s) may be subject to counseling, either in person or by letter, or may be subject to suspension of any or all privileges, and/or facilities for a period not to exceed ten (10) calendar days. The decision of the Chief Executive Officer is final.
4. Major Incidents – Chief Executive Officer or designee shall take immediate action and personally handle the situation as follows:
- a) Contact the President of the Board immediately.
 - b) The Chief Executive Officer, the President of the Board of Directors and the chairperson for the Board Affairs Committee shall conduct an investigation within two (2) weeks. They shall convene a meeting with the member and/or a representative against whom the complaint was lodged as well as the complainant, if the member(s) so desire. During the process, the accusing party has the right to submit verbal or written information subject to rebuttal by the accused and witnesses, if any.
 - c) Upon completion of the above, a report on the findings of the investigation, along with recommended actions will be presented to the Board of Directors.
 - d) The Board of Directors will convene in an Executive Session within two (2) weeks to review the report, discuss the particulars of the incident and decide on the appropriate action. If a majority of Board members then in office determines that a suspension is warranted, the duration of that suspension must also be determined. The original suspension determined by the Chief Executive Officer shall be extended until this process has been accomplished.
 - e) If the Board decides to continue the suspension, the Chief Executive Officer shall send the member and/or representative a written “Notice of Suspension” within 48 hours of the Board’s decision. The “Notice of Suspension” shall include the details of the suspension, as well as the appeal procedure.
 - f) If the member and/or representative opts to appeal the Board’s suspension of a major issue, the Chief Executive Officer, will notify the Board President and will appoint an independent Appeals Officer or Officers to hear the appeal. The Chief Executive Officer will provide the member and/or representative with the date, time and location for presentation of that appeal. The suspension shall continue until the process has been completed. A written response may be presented in lieu of a personal appearance. The Appeals Officer(s) shall be authorized to decide if the proposed suspension should be upheld, reduced or cancelled. Unless the Appeals Officer(s) decides that the suspension should be cancelled or be reduced, the decision of the Board of Directors shall be final.

SUBSECTION 6. EXAMINATION OF CORPORATE DOCUMENTS

A. Authority

A GVR member may examine the corporate documents as provided by the Arizona Statutes.

B. Charge for Documents

A GVR member requesting copies of GVR documents will be assessed a charge determined by the administration, but in accordance with Arizona Statutes, with the exception of GVR Bylaws or any GVR free publications.

SECTION III – HUMAN RESOURCES

Section III was approved by the GVR Board of Directors on July 26, 2011; except as amended

SUBSECTION 1. EMPLOYMENT PRACTICES MANDATES

A. Non-Discrimination Policy:

It is the policy of Green Valley Recreation, Inc. to treat all people with dignity, respect and equality regardless of age, race, color, ancestry, country of origin, disability, ethnicity, marital status, family status, veteran status, gender, religion, sexual orientation or gender identity.

B. Non-Discrimination Practices

Green Valley Recreation, Inc. shall comply with all federal and Arizona statutes pertaining to employment practices. Such compliance includes, but is not limited to:

1. Title VII of the Civil Rights Act of 1964, as amended
2. Age Discrimination in Employment Act of 1967, as amended
3. Equal Pay Act of 1963, as amended
4. Americans with Disabilities Act of 1990, as amended
5. Family and Medical Leave Act of 1993
6. Occupational Safety and Health Act of 1970
7. Fair Labor Standards Act
8. Immigration and Control Act of 1986

SUBSECTION 2. CORPORATE PERSONNEL POLICY STATEMENT

Green Valley Recreation works diligently to employ competent people from diverse backgrounds to work together. Fair and effective employment practices are the foundation for trust and open communication enabling GVR to best support employees in achieving personal and organizational objectives.

EQUAL EMPLOYMENT OPPORTUNITY POLICY

A. General

Underlying the mission of Green Valley Recreation is a firm belief in the dignity of all people, which is actively affirmed through the *Green Valley Recreation Equal Opportunity Policy*, which strongly states its commitment to equal employment opportunity for applicants, employees at all levels and volunteers. Primary responsibility for implementation of this policy rests with the Chief Executive Officer.

B. Policy

Green Valley Recreation in its employment policies and practices and in its public accommodations agrees to comply with all relevant and applicable federal, state, and local laws and regulations and standards relating to discrimination, biases and/or limitations based on age, race, color, ancestry, country of origin, disability, ethnicity, marital status, familial status, veteran status, gender, religion, sexual orientation or gender identity. This policy governs all aspects of employment, including recruitment and recruitment advertising, selection, job assignment, promotion, demotion, corrective actions, reduction-in-force, termination,

compensation, selection for training and development, and all organization sponsored social and recreational activities.

SUBSECTION 3. VOLUNTEER PERSONNEL

- A.** A volunteer is a person who performs a service for GVR without compensation.
- B.** Volunteers are covered under the GVR liability policy.
- C.** Volunteers may be compensated for their services by GVR for authorized expenses, including mileage or other incentives.

SUBSECTION 4. GVR 401(K) CONTRIBUTION PLAN

GVR has a 401(K) Contribution Plan for the benefit of its employees.

SUBSECTION 5. RECORDS RETENTION POLICY

GVR will maintain all payroll and personnel records in an organized manner and file these records in a safe and protected environment.

SECTION IV – FACILITY USE

Section IV was updated by the GVR Board of Directors November 18, 2015.

SUBSECTION 1. GENERAL FACILITIES RULES AND REGULATIONS

- A. GVR facilities are established for use and enjoyment of GVR members, eligible guests and visitors who abide by the GVR Member Code of Conduct.
- B. The use of facilities by nonmembers shall not interfere with the effectiveness of the recreation operation.
- C. Members, guests, and visitors who use GVR facilities and equipment, do so at their own risk, and shall indemnify and hold harmless GVR, its employees and agents.
- D. All GVR facility reservations and arrangements shall be made through the central reservation office located at the Member Services Center. A *GVR Facility Reservation Agreement* must be completed for all facility reservations and rentals.
- E. All members and guests are required to carry their membership cards or other authorized GVR identification while using GVR facilities. Individuals must produce GVR identification when requested by staff or any staff-authorized volunteer. Members and guests are required to sign-in or swipe their membership card. Clubs and other authorized groups must provide an attendance roster or similar document which lists each person utilizing a GVR facility.
- F. Staff and staff-authorized volunteers are empowered to enforce rules and regulations.
- G. GVR member and nonmember individuals and groups may rent facilities subject to current rules, regulations, and fees.
- H. GVR member individuals and groups have priority in facility rentals before nonmember individuals and groups.
- I. The Chief Executive Officer may authorize use of GVR facilities on a complimentary or fee basis for any GVR-sponsored, GVR co-sponsored, or GVR Foundation event or activity. Authorization of GVR Foundation activities are subject to terms of the GVR/GVR Foundation Resource Sharing Agreement (see APPENDIX I – BOARD POLICIES, Subsection 4).
- J. GVR classes may preempt drop-in use of GVR facilities.
- K. Fees may be charged to recover the cost of any specialized services, events or programs.
- L. GVR facilities will not be used by any member for commercial purposes. Personal sales resulting from hobby pursuits are permitted.
- M. Individual members, visitors, guests, and groups using or renting GVR facilities are responsible for maintaining those facilities in a neat and orderly condition.
- N. Printed materials made available to attendees during the meeting/rental period must be removed at the end of the rental period.
- O. Individuals who damage GVR equipment due to improper or careless use are responsible for the repair or replacement of that equipment. Members are responsible for damages caused by their guests.
- P. Special GVR shop/facility rules and regulations must be complied with by individual members, visitors, guests, and groups.
- Q. No alcoholic beverages shall be sold on GVR premises without a valid special sales permit or liquor license. (*See Section VIII, Subsection 4 for the complete Liquor Policy.*)

- R. Non-member “Personal Assistants” may accompany a member to a GVR facility in order to help them with walking, showering, dressing or undressing, or with other non-therapeutic tasks as necessary and may not use GVR facilities for their own personal use.
- S. Animals are not permitted in or on GVR property, with the exception of Service animals, unless otherwise authorized by the GVR Chief Executive Officer (CEO) to accommodate community events or other special circumstances.
- T. No firearms are allowed on your person on any GVR property or in any GVR facilities except law enforcement or licensed security.
- U. It is the policy of Green Valley Recreation, Inc. to provide and maintain a Drug-Free Environment for its members and employees. As such, Green Valley Recreation, Inc. prohibits the use of illegal drugs on GVR premises.
- V. GVR facility areas may be rented for political party meetings, campaign events, polling places, and informational presentations such as candidate forums or town hall meetings, subject to space availability and GVR fees at nonmember rates, regardless of GVR member affiliation.
- W. Advertising or promotional signage for non-GVR elected positions (e.g., public sector election campaigns), including solicitation of support/opposition regarding candidates or ballot issues is NOT permitted on GVR property, except in rented meeting space during rental period only.

SUBSECTION 2. SPECIAL FACILITIES USAGE

A. General Usage

1. GVR facilities are provided for the use of GVR members and their guests.
2. GVR reserves the right to deny access to GVR facilities by anyone (member or non-member). Reasons for denial of use include, but may not be limited to the following:
 - a. If there is a reasonable concern that the group may advocate or promote an activity that is prohibited by local, state or federal statute.
 - b. It is determined that the group is involved in a discriminatory endeavor.
 - c. There is a reasonable concern that appearance of the group could lead to a civil disruption.
 - d. There are other legal or safety concerns.
 - e. The CEO has the authority and discretion to make all final decisions
3. The Chief Executive Officer may authorize the use of GVR facilities for any GVR sponsored event of community interest.
4. GVR facilities may be used by any group, entity or individual that is not wholly comprised of GVR members, subject to appropriate rental agreements and fees.
5. An “indemnity clause” that has been reviewed and approved by GVR's legal counsel, MUST be included within the “Rental Agreement”. Any group, entity or individual that is not wholly comprised of GVR members utilizing a GVR facility MUST state their purpose and sign the “Rental Agreement”. This MUST be signed by a person or persons authorized to speak for the group, as part of the application process.
6. GVR classes may preempt drop-in use of GVR facilities.

7. Use of meeting rooms must be authorized in accordance with the established reservation procedure before occupancy.
8. Non-member “personal assistants may accompany a member to a GVR facility in order to help them with walking, showering, dressing or undressing, or with other non-therapeutic tasks as necessary and may not use GVR facilities for the own personal use.

B. Use of Hobby Shops And Studios

These facilities are monitored by volunteers. When asked, members and guests must show their GVR membership or guest cards to use the facilities. Clubs have the right to restrict use of club facilities to club members only.

C. Use of Kitchens

GVR kitchens are classified as Catering Kitchens. Food preparation and cooking is not allowed. Kitchen facilities may be used for warming pre-cooked food or for chilling cold entrées.

D. Use of Caterers

Caterers must be registered and approved by GVR in order to work in GVR facilities. Contact the central reservation office located at the Member Services Center for a current list of approved caterers.

E. Use of Storage

1. GVR may provide small storage space, at no cost, to Clubs if space is available.
2. Clubs may provide locks.
3. GVR is not liable for any property lost, damaged or stolen while in storage.

F. Use of Equipment

GVR may provide and maintain furniture and equipment in the facilities for the recreational use of its members.

G. GVR Pool Management Policies

1. GVR offers heated swimming pools and spas for member use.
2. Hours of operation are established and posted by GVR administration.
3. GVR pools shall operate in compliance with Pima County Code Title 8, Chapter 8.322, “Swimming Pool and Spas,” and any other applicable Pima County regulations.
4. The Pima County Health Department classifies GVR pools as “semi-public” per the following guidance: “A swimming pool on the premises of, or part of, but not limited to a hotel, motel, trailer court, apartment house, country club, camp, health club, condominium, homeowners association, or similar establishment where the primary business of the establishment is not the operation of the swimming facilities, and where admission to the use of the pool is included in the fee, or considerations paid or given for the primary use of the premises.”
5. GVR staff has authority to close a swimming pool or spa if they determine that its operation and use presents danger to individuals.
6. GVR follows the guidelines provided by the National Lightning Safety Institute (NLSI) to determine when to close indoor and outdoor swimming pools, spas and

showers due to lightning as a safety precaution. As of August 2014, NLSI guidelines state:

- a. Both outdoor and indoor pools and showers will be evacuated before or when lightning gets five miles away.
- b. At the first signs of thunder or lightning, all pool and shower activities will be suspended until 30 minutes after the last observed thunder or lightning.
(Adopted 08/26/14):

H. Rentals and Fees

1. The Chief Executive Officer will implement a Board-approved fee schedule for rental of GVR facilities. The CEO is authorized to waive facility rental fees in special circumstances, as deemed appropriate.
2. Rental fees for groups composed solely of GVR members shall be waived; however, all individuals and groups (whether member or nonmember) may be charged fees for special computer and technology setups; Internet connections; LED projection; special sound system or lighting requirements, overtime cleanup charges, or labor charges for special setup needs which require additional personnel.
3. GVR is interested in supporting community service events, and may rent its facilities on a fee basis for such events whenever it is practical to do so. A community service event is normally sponsored by a non-profit organization or local government agency. GVR facilities are routinely used as polling facilities during elections.

I. GVR Property Rights

GVR legal counsel has affirmed that GVR's Bylaws do not provide members with the unlimited use of its facilities for any and all purposes, and that as a private property owner, 'GVR may deny the use of its facilities to member and nonmember individuals and groups without abridging the freedom of speech and assembly granted by the Arizona Constitution.'
(GVR Legal Opinion, May 20, 2015)

J. Denial of Use of GVR Facilities

1. Based on GVR legal review and opinion, GVR reserves the right to deny the use of its facilities by member or nonmember individuals or groups whose purposes are deemed contrary or adverse to GVR's as determined in the sole discretion of the CEO.
2. A decision by the CEO to deny use of GVR facilities shall be based on one or more of the following conditions:
 - a. There is a reasonable concern that the individual or group may advocate or promote any activity that is prohibited by local, state or federal statute.
 - b. There is a reasonable concern that the individual or group is involved in discriminatory behavior based on sex, age, race, ethnicity, nationality, disability, sexual orientation, gender identity, religious and political opinions.
 - c. There is a reasonable concern that use of facilities by an individual or group could lead to a civil disruption.
 - d. There is a reasonable concern that the individual or group promotes a position that may be detrimental to GVR.
 - e. There is a reasonable concern about other legal or safety issues.

K. Smoke-Free Zone At Facilities

1. The *Smoke-Free Arizona Act (ARSS36-601.01)* requires GVR to establish a Smoke-Free zone at all facilities. The purpose of the Smoke-Free Arizona Act is to protect individuals from the harmful effects of second-hand smoke in enclosed public places.
2. To comply with this law, GVR prohibits smoking in all non-smoking areas, including enclosed areas and areas within 20 feet of all entrances and windows. Smoking is prohibited in all indoor facility areas, pool areas and in all GVR vehicles.
3. Smoking will be allowed in designated outdoor areas only.

SUBSECTION 3. CIRCULATION OF GVR-RELATED POLITICAL MATERIALS; GVR-RELATED SURVEYS, POLLS, QUESTIONNAIRES

- A. GVR petitions, solicitation of support or opposition regarding GVR candidates or ballot issues by GVR members shall only be permitted in GVR facility lobby areas, common areas, or curbsides and parking lots. Further guidance may be found in the *GVR Corporate Operations Manual*.
- B. Surveys, opinion polls and questionnaires related to GVR affairs, and distributed on GVR property, may be circulated by members only after being reviewed by GVR administration for accuracy and suitability.

SECTION V – FISCAL/ACCOUNTING

Section V was approved by the GVR Board of Directors on October 25, 2016.

SUBSECTION 1. FISCAL POLICY – GENERAL

A. Definitions

1. Contributed Capital Assets:
 - a) Contributed property is to be recorded at estimated fair market value on the date of the transfer.
 - b) Fair market value can be determined by current or recent appraisal or the donor's cost may be used if recently incurred.
 - c) Contributed property will be recorded as a contributed capital asset and will be subject to Generally Accepted Accounting Principles (GAAP).
2. Capital Assets: Capital assets shall have a value of at least \$5,000 and a useful life expectancy of more than one year.
3. Operating: Operating is defined as everyday business, activities and regular maintenance of facilities.
4. Capital Projects
 - a) Those projects whose costs exceeds \$5000.
 - b) Capital Replacement: A replacement is defined as anything that has to be replaced including major refurbishments such as the floor, the walls, the roof, the doors, etc., down to the fixture replacement.
 - c) Capital Addition: An addition is anything that is added on to the square footage and/or adds to the value of the property.
5. Depreciation: Depreciation is defined as a decline (as from age or wear and tear) in the value of a capital asset.

B. Accounting

The Board shall ensure that the fiscal affairs of the corporation are managed in accordance with Generally Accepted Accounting Principles, and that its financial strength is adequate for current needs and its long-range strategies.

C. Purchasing

The selection of, and contracting with, vendors for supplies and services is the responsibility of the Chief Executive Officer in accordance with the financial limits established by the Board.

D. Investment Policy – updated 2/23/16

GVR Investment Policy is located in Appendix 1, BOARD POLICIES, SUBSECTION 3. GVR INVESTMENT POLICY.

E. Financing

1. Requests for approval to finance major capital projects will require the affirmative vote of two-thirds of the total Board members then in office. Such requests may be submitted by any member of the Board or the Fiscal Affairs Committee.

2. The maximum corporate debt at any one time shall not exceed sixty percent (60%) of the approved current annual budget, which shall include both the operating and capital budgets.
3. If capital projects are financed, the sum of annual repayments for all financed projects shall be ten percent (10%) of the approved current annual budget, which shall include both the operating and capital budgets.

F. Revolving Line Of Credit

1. A revolving line of credit in the amount of four hundred thousand dollars (\$400,000) may be established by the Finance Director.
2. Any usage of the revolving line of credit by the Finance Director must have prior approval by the Chief Executive Officer, the Fiscal Affairs Committee and the Board.
3. The Finance Director shall institute a usage form stating the amount to be used, the purpose/reason for the usage, the balance of the revolving line of credit, including the amount currently being requested for use and the estimated payback period to bring the balance back to its original amount of four hundred thousand dollars (\$400,000). This usage form will show the approval signatures of the Chief Executive Officer, Treasurer and President of the Board.

G. Member Payment Transactions

1. A member payment transaction can be defined as any purchase (dues, program, concert, instructional course or rental) that takes place involving the exchange of cash, check, debit, or credit card with a member.
2. Member payment transactions are subject to a processing fee.
3. Forms of payment accepted include:
 - a) Legal Tender (Cash)
 - b) Checks payable to Green Valley Recreation in U.S. dollars.
 - c) Money Orders or Cashier's Checks
 - d) Traveler's Checks
 - e) Credit or Debit Cards
 - i. Visa
 - ii. Master Card
 - f) Automatic Clearing House (ACH) Debit

SUBSECTION 2 - RESERVE POLICY – updated 10/25/2016

A. Overview

Green Valley Recreation, Inc. (GVR) maintains three (3) financial reserve funds to ensure its long term solvency and sustainability as part of the Corporation's Financial Planning Principles. For each reserve fund, the following information describes the purpose, desired target range, funding source, authorization and investment parameters. In executing its oversight role, the GVR Board of Directors may elect to revise these factors over time, as needs of the Corporation evolve and as opportunities and investment markets may suggest.

B. Reserve Study Policy

To be fiscally responsible, GVR has to answer these basic but critical questions:

1. What will the cost be to maintain, repair and replace its equipment, facilities, and infrastructure to meet member expectations and high standards?
2. When and to what extent will these costs be incurred?
3. Will GVR have sufficient money on-hand to meet these costs?

A reserve study is a planning and budgeting tool which answers these questions by analyzing, quantifying and projecting costs of specific items called Components, in the aggregate called a Component Inventory, over a 30 year period and formulating a Reserve Contribution amount to pay these costs.

There are three (3) types of Reserve Studies:

1. Full Reserve Study – Baseline, vendor evaluates all facilities, equipment and infrastructure
2. Reserve Study with no onsite visit (NOV) – GVR updates Component Inventory with changes
3. Reserve Study with an onsite visit (WOV) – Vendor reevaluates Component Inventory & updates

During the third quarter of the current budget year GVR staff and the Fiscal Affairs Committee shall recommend and the Board shall approve a reserve study provider and the type of reserve study to be performed during the first quarter of the next budget year.

During the first quarter of each budget year, GVR shall ensure a Reserve Study is performed by a qualified, reputable Reserve Study provider with the final Reserve Study due 90 days prior to the final budget date. The Reserve Contribution amount will be incorporated into GVR's annual budget.

GVR's Percent Funded objective is not less than 85% and not greater than 100%.

The Component Inventory of a Reserve Study is the fundamental data driving Reserve Study results. To maintain Component Inventory integrity, it is imperative that GVR record all maintenance, repairs and replacements to Components as they occur or new Components are added and notify the Reserve Study provider. This is especially true when Reserve Study with no onsite visit is done.

Each Component meets these four (4) criteria:

1. GVR must have a duty to maintain, repair and replace it
2. Limited useful life
3. Predictable remaining useful life

4. Exceeds a minimum dollar threshold.

By planning, budgeting and funding GVR maintenance, repair and replacement expenses, GVR achieves these three (3) goals:

1. Sufficient cash to meet its Reserve Study Component Inventory expenses
2. Achieves a stable Reserve Contribution amount
3. Evenly distributes the cost to current and future members

C. Maintenance of GVR Financial Reserve System

1. Definitions:

Defined terms are capitalized in **Bold** typeface.

Annual Reserve Study is the Reserve Study referred to in Section B. – Reserve Study Policy

A **Reserve Account(s)** is a checking, savings, investment or any other type of account in which reserve monies are deposited.

Board Restricted means the Board of Directors controls the Reserve Accounts and authorizes expenditures from such accounts.

2. Reserve Contributions and the Annual Budget:

Reserve Contributions to the Reserve Accounts shall be an integral part of the annual budget.

The annual operating budget shall generate sufficient Excess Revenue-Over-Expenses to make the Reserve Contribution to the Maintenance, Repair and Replacement Reserve Fund called for in the **Annual Reserve Study** unless such Reserve Contribution generates a Percent Funded greater than 100% in which case the Reserve Contribution may be reduced to achieve a Percent Funded not less than 85%.

Reserve Contributions to the Initiatives Reserve Fund and the Emergency Reserve Fund shall be reviewed by the Chief Financial Officer (CFO) who will recommend contribution amounts for these Reserves to the Board.

3. Paying from reserve accounts or reimbursing operating cash account for reserve expenditures:

Within sixty (60) days after adoption of this policy by the Board of Directors GVR shall establish a written accounting and internal control policy and procedure based on Generally Accepted Accounting Policies (GAAP) to track and document all withdrawals by check or electronic means and Board approved transfers, electronic or otherwise, between Reserve Funds, pay Board authorized reserve expenditures or transfers to reimburse operating cash for such expenditures. Such policy and procedure shall require written instructions and supporting documentation signed by the Chief Financial Officer

(CFO) and approved by the Chief Executive Officer (CEO) or, in the CEO's absence, the Chief Operating Officer (COO).

4. Priority of making contributions to Reserve Accounts:

GVR shall make contributions to Reserve Accounts in this order of priority:

- a) Maintenance, Repair and Replacement Reserve Fund
- b) Initiatives Reserve Fund
- c) Emergency Reserve Fund.

5. Rebalancing Reserve Accounts:

A Reserve Account(s) may have a balance greater than the Board's target minimum balance due to a number of factors including returns on investments. The Board may consider rebalancing a Reserve Account(s) by: (1) transferring money between Reserve Accounts, (2) reducing Reserve Contributions or (3) transferring money from a Reserve Account(s) to operating cash.

All rebalancing actions shall be authorized by Board resolution(s).

D. Emergency Reserve Fund (previously the Operating Reserve Fund)

1. Definitions:

Major Event(s) is an event causing damage to a facility and/or infrastructure or an emergency safety event costing \$25,000 or more in repairs, renovations or replacements.

2. Purpose:

The Emergency Reserve Fund serves these purposes:

- a) An emergency fund to pay for major, unanticipated repairs to, renovation of or replacement of a GVR facility or facilities or infrastructure caused by a **Major Event** or **Events**.
- b) An emergency safety-net should a severe economic downturn or unanticipated event threaten GVR's financial well-being.

3. Target Balance

This fund shall be of sufficient size as determined by the Board of Directors to protect GVR from the following:

- a) Long-term or permanent loss of use of a GVR facility or facilities or infrastructure caused by a **Major Event** or **Events** due to GVR's inability to pay for repairs, renovations or replacement of damaged facility or facilities or infrastructure.
- b) Guarantee payment of the legal obligations of the Corporation for one year.

4. Funding Source:

At the close of each fiscal year, the Board of Directors shall determine the amount, if any, to contribute from excess Revenue-Over-Expenses plus Depreciation Expense less Reserve Contributions to the Maintenance, Repair and Replacement Reserve Fund.

Withdrawals from this reserve shall be repaid from operations as determined by the Board of Directors but not to exceed five (5) fiscal years.

5. Authorization:

The Chief Executive Officer (CEO) is authorized to access this fund to address critical needs as they arise with written notification within ten (10) business days to the President of the Board of Directors with a copy to the Board. Email is an acceptable form of written communication to the President.

6. Investment Parameters: Monies contributed to this fund shall be invested in accordance with GVR's Investment Policy Statement. See Appendix I – Board Policies, Subsection 3 – GVR Investment Policy.

E. Maintenance, Repair & Replacement Reserve Fund (previously the Capital Reserve Fund)

1. Purpose:

This fund shall be used only to maintain, repair or replace existing equipment and facilities as listed in the Component List of the Annual Reserve Study.

If a Component is or Components are an integral part of a capital asset not part of the Component List, only the Fully Funded Balance (as defined by the Reserve Study) to maintain, repair or replace such Component or Components may be used to repair or replace a non-component list asset. For example: A pool failure requires a new pool, the Fully Funded Balance as of the fiscal year of the pool failure to resurface the pool deck, re-plaster the pool, etc. may be withdrawn from this reserve and used to cover some of the cost of the new pool.

Example:

A GVR pool needs to be replaced in fiscal year 2019. For pool resurfacing of said pool only, its Fully Funded Balance of \$8,742 for fiscal year 2019 not \$11,593 in 2021 can be used to cover some of the new pool cost.

Fully Funded Balance / Cash Flow Method															
Inflation Rate	3.00%														
Interest Rate	0.00%			Period →	0	1	2	3	4	5	6	7	8	9	10
	Current Cost	Future Cost	Useful Life	Remaining Useful Life											
Component List					2016	2017	2018	2019	2020	2021	2022	2023	2024	2025	2026
Pool - Resurface	10,000	11,593	10	5	10,000	2,060	4,244	6,556	9,004	11,593	1,194	3,116	3,800	5,219	6,720
	Useful Life =				10	10	10	10	10	10	10	10	10	10	10
	Remaining Useful Life =				-5	-4	-3	-2	-1	0	-9	-8	-7	-6	-5
	Useful Life - Remaining Useful Life = Effective Age				5	6	7	8	9	10	1	2	3	4	5
	Effective Age ÷ Useful Life =				50%	60%	70%	80%	90%	100%	10%	20%	30%	40%	50%
	Current Cost =				\$10,000	\$10,000	\$10,000	\$10,000	\$10,000	\$10,000	\$ 11,593	\$ 11,593	\$ 11,593	\$ 11,593	\$ 11,593
	Current Cost * (Effective Age ÷ Useful Life) =					\$ 6,000	\$ 7,000	\$ 8,000	\$ 9,000	\$10,000	\$ 1,159	\$ 2,319	\$ 3,478	\$ 4,637	\$ 5,796
	Fully Funded Balance					\$ 6,180	\$ 7,426	\$ 8,742	\$10,130	\$11,593	\$ 1,194	\$ 2,460	\$ 3,800	\$ 5,219	\$ 6,720

2. Target Balance:

This reserve shall be of sufficient size as to maintain a Percent Funded (as defined in the Reserve Study) of not less than 85% and not more than 100%.

3. Funding Source:

Each fiscal month, GVR shall pay 1/12 of the annual Reserve Contribution as determined by the Annual Reserve Study for the current fiscal year from operations to this reserve.

Withdrawals are repaid by future Reserve Contributions.

4. Authorization:

The Chief Executive Officer (CEO) and, in the absence of the CEO, the Chief Operating Officer (COO) or Chief Financial Officer (CFO) are authorized to commit up to 110% of a Component's Fully Funded Balance for the current fiscal year in the current Annual Reserve Study. Board approval is required before committing more than 110%.

5. Investment Parameters:

Monies contributed to this reserve shall be invested in accordance with GVR's Investment Policy Statement. See Appendix I – Board Policies, Subsection 3 – GVR Investment Policy.

6. Definitions

Annual Reserve Study

See GVR's Reserve Study Policy in Section V, Subsection 2B of GVR's Corporate Policy Manual.

Component: The individual line items in the Reserve Study, developed or updated in the Physical Analysis. These elements form the building blocks for the Reserve Study.

Components typically are: (1) Association responsibility, (2) with limited Useful Life

expectancies, (4) predictable Remaining Useful Life expectancies, (4) above a minimum threshold cost, (5) as required by local codes.

Financial Analysis: This portion of a Reserve Study determines the current status of the Reserves (measured as cash or Percent Funded) and recommends Reserve Contribution rate (Reserve Funding Plan) and the projected Reserve Income and expense over time is presented. The Financial Analysis is one of the two parts of a Reserve Study.

Fully Funded Balance (FFB): An indicator against which Actual (or Projected) Reserve balance can be compared. The Reserve balance that is in direct proportion to the fraction of life “used up” of the current Repair or Replacement cost. This number is calculated for each Component then summed together for an association total. Two formulae can be utilized, depending on the provider’s sensitivity to interest and inflation effects. Note: Both yield identical results when interest and inflation are equivalent.

$$\text{FFB} = \text{Current Cost} \times \text{Effective Age} / \text{Useful Life}$$

Or

$$\begin{aligned} \text{FFB} = & (\text{Current Cost} \times \text{Effective Age} / \text{Useful Life}) + \\ & [(\text{Current Cost} \times \text{Effective Age} / \text{Useful Life}) / (1 + \text{Interest Rate}) ^ \text{Remaining Useful} \\ & \text{Life}] - \\ & [(\text{Current Cost} \times \text{Effective Age} / \text{Useful Life}) / (1 + \text{Inflation Rate}) ^ \text{Remaining} \\ & \text{Useful Life}] \end{aligned}$$

Percent Funded: The ratio, at particular point in time (typically the beginning of the Fiscal Year), of the *actual* (or projected) Reserve Balance divided by the Fully Funded Balance is expressed as a percentage.

Reserve Study: A budget and planning tool which identifies the current status of the Reserve fund and a stable and equitable Funding Plan to offset the anticipated future major common area expenditures. The Reserve Study consists of two parts: (1) the Physical Analysis and (2) the Financial Analysis.

F. Initiatives Reserve Fund (previously Initiatives & Innovations Reserve Fund)

1. Purpose:

The fund shall be used to support new initiatives and innovation opportunities that add value to member services and facilities and/or significantly improve GVR’s position in the marketplace.

2. Target Balance:

This fund reserve shall be of sufficient size as determined by the Board of Directors to make opportunistic investments in real property, facilities and infrastructure but not less than \$500,000.

3. Funding Source:

At the close of each fiscal year, the Board of Directors shall determine the amount, if any, to contribute from excess Revenue-Over-Expenses plus Depreciation Expense less Reserve Contributions to the Maintenance, Repair & Replacement Reserve Fund. In determining such amount, the Board of Directors shall first repay any withdrawals from this fund and second an amount, if any, towards its target balance of not less than \$500,000.

In any case, withdrawals from this fund shall be repaid from operations as determined by the Board of Directors but not to exceed five (5) fiscal years.

5. Authorization:

The Board of Directors shall authorize any monies spent from this fund.

SECTION VI – BOARD/BOARD COMMITTEES

Section VI was approved by the GVR Board of Directors January 28, 2014; except as amended.

SUBSECTION 1. POWERS, DUTIES, AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS

The Board is responsible for governing in a manner that emphasizes strategic leadership rather than administrative detail. It is to be proactive in its decision making and maintain a clear delineation between staff and Board roles. In this spirit, the Board will:

1. Develop and approve an annual budget and ensure proper financial controls are in place.
2. Recruit and orient new Board members and assess Board performance.
3. Select and evaluate the Chief Executive Officer on at least an annual basis.
4. Focus on the intended long-term goals of the organization, not on the administrative or programmatic means of attaining these goals.
5. Establish policies which address (a) the products/services (needs vs costs vs member benefits). (b) ethical and other boundaries for which the staff shall be held accountable, (c) Board roles and responsibilities, and (d) Board/staff relationship.
6. Discipline itself as to attendance, speak with one voice and adhere to policy governance.
7. Be accountable to the membership by competently, conscientiously and effectively executing its governing obligations.

A. Powers Of The Board – updated 5/24/2017

1. The Board shall be the governing body of GVR, establishing policies and monitoring compliance with those policies.
2. The Board shall participate in developing, tracking and maintaining a “Strategic Plan” to assist GVR in shaping its future. The Strategic Plan and its annual update shall help drive the 5 year plan for GVR. Towards that end, the following policies are an integral part of the plan:
 - a) Annual Strategic Plan Updating – Each year the Board shall review and update the Strategic Plan and carry it forward one additional year.
 - b) Integration with Programs and Services – The Strategic Plan and 5 Year Plan shall be provided to Board committees and GVR staff to facilitate the development of action plans which pursue the fulfillment of plan objectives.
 - c) Integration with the Budget Process – The objectives contained in the GVR 5 year plan shall provide the primary basis upon which annual budget recommendations are made.
 - d) Progress Updates to the Board –The 5 year plan shall be a standing element report of Board and Board committee meetings. Written status papers will be provided to the Board prior to annual retreats.
3. The Board shall appoint GVR members in good standing to serve on the GVR Foundation Board of Directors from among one or more candidates nominated by the GVR Foundation Nominating Committee, with input from the GVR President.

B. Board Code Of Conduct – adopted 7/22/14

The Board of Directors of Green Valley Recreation (GVR) commits to itself and its members to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as Board members.

1. Directors must act in the best interests of the GVR membership as a whole and must not put the interests of themselves, individual members, GVR clubs, staff, or other individuals or entities ahead of the interests of the GVR membership.
2. Directors shall conduct themselves in a courteous, professional and businesslike manner at all meetings, with each other and in their interactions with GVR members and staff.
3. Directors must avoid a conflict of interest or the appearance of a conflict of interest with respect to any fiduciary responsibility.
 - a) Directors shall not accept any gifts or personal benefits, present or future, which may compromise or give the appearance of compromising his/her fiduciary responsibility.
 - b) When the Board is to decide upon an issue, about which a Director has any perceived or potential conflict of interest, including but not limited to, any personal or professional relationship with a business, group, individual or GVR club, that Director shall recuse herself or himself, without comment, from any Board discussions or votes regarding the issue.
4. Directors shall be properly prepared for Board/Committee meetings.
5. Directors shall not attempt to exercise individual authority over GVR.
 - a) Directors interactions with the CEO or with staff or interactions with the public, press or other entities must recognize the lack of authority vested in individual Directors except when explicitly Board authorized.
 - b) Directors shall not interfere with the duties of GVR staff or GVR contractors. Any matters or communications concerning GVR staff or contractors shall be made through the Board President who shall forward them to the CEO.
 - c) Directors shall support the legitimacy and authority of Board decisions, regardless of the Director's personal position on the issue.
6. Directors shall respect the confidentiality of matters discussed in executive sessions of the Board and confidential communications with legal counsel. Confidential information shall not be disclosed without the authorization of the Board.

C. Board Of Directors Email Policy – adopted 06/03/14

GVR shall maintain a password-protected generic email account (“GVR Director Email Address”) which shall serve as the sole means of email communication between members and GVR Directors relating to GVR business and/or operations. The GVR Director Email Address shall be posted on the GVR website and may be published in GVR publications and Members will be directed to communicate to Directors via the GVR Director Email Address.

Directors shall be assigned an email address by GVR which they shall use for all email communications relating to GVR business and/or operations between each other and/or GVR staff.

D. GVR email Administrator

The CEO or CEO designee shall serve as GVR Email Administrator and shall have the following responsibilities with respect to email sent to the GVR Director Email Address:

1. Responding to member emails requesting general information or forwarding same to the appropriate GVR administrative staff member;
2. Acknowledging receipt of all other member emails and forwarding same to the GVR Board President for review and response; and
3. Archiving email messages.

E. Prohibited Email Communications

The following email communications are strictly prohibited:

1. Messages containing offensive language, including, but not limited to, defamatory, racist or obscene remarks;
2. Messages intended to or that would cause a reasonable person to be alarmed, annoyed or harassed;
3. Messages containing an attachment that is from someone other than the member sending the email;
4. Any attempt to disguise the sender's identity or an email with an anonymous sender;
5. Potentially damaging messages including, but not limited to mass or commercial messages, spam, and messages containing viruses; and
6. Messages concerning GVR business and/or operations addressed to a GVR Director's personal email account.

F. Chief Executive Officer Compensation

The Board of Directors, upon initial hire of a Chief Executive Officer, shall negotiate an agreement approved by the Chief Executive Officer and Board of Directors. Said document shall contain the Compensation Package for the Chief Executive Officer, length of term, renewal options and other relevant information pertinent to the employment of the Chief Executive Officer, including rate of pay. The CEO, at a minimum, shall receive those benefits available to all GVR employees.

G. Chief Executive Officer – Performance Appraisal Process

The Performance Appraisal and Goals shall be completed at least annually 30 days prior to the date of the Annual Meeting of the Board of Directors. The Board, at its discretion, may conduct or have conducted additional performance reviews of the Chief Executive Officer at any time. In the case of a new Chief Executive Officer, an evaluation shall be completed at 3 months, 6 months, 9 months and yearly. Any and all reports, conclusions, findings or information resulting from such reviews may only be discussed in Executive Session. Failure to conduct such reviews in no way shall relieve the Chief Executive Officer from performing such duties and responsibilities as required by contract or any other document of Green Valley Recreation, Inc.

1. Importance of performance appraisal:

- a) This is the regular process of both formally and informally providing feedback about an individual's implementation of his/her responsibilities. All employees deserve and expect ongoing feedback, whether formal or informal, and all employees should expect a formal appraisal conducted annually by the supervisor.

- b) The process begins with the job description. The Board and Chief Executive Officer must be clear about the responsibilities, scope of authority and limitations along with the standards and expectations of the job.
- c) Self-evaluation is an important component of the process. The same form should be used by the Chief Executive Officer and the Board. The self-evaluation must be considered during the review of performance.
- d) At the conclusion of the process, the forms are filed in the employee's file. Previous year's results are used for the next year's evaluation.
- e) The appraisal results form the basis for bonuses. Bonuses are formulated during the budgeting process and instituted within 30 days of the annual anniversary of the Chief Executive Officer.

2. Elements of the performance appraisal Process for the CEO:

- a) A committee of the Board of Directors shall manage the performance appraisal and will conduct the performance appraisal interview. If the President has been in office less than 6 months, inclusion of the Past President on the committee is necessary, if possible. This Committee shall consist of at least 3 Board members who have been in office for more than 1 year. No staff or non-board members shall participate.
- b) The Current President establishes the Committee and chairs it.
- c) The Committee works on behalf of the Board and does not assume its authority regarding the CEO. The total Board serves as the evaluator and final arbiter of any issues related to performance of the CEO.
- d) Committee responsibilities.

The committee shall:

- a) Be appointed and serve through the entire evaluation year
- b) Draft any changes to the CEO Job Description and obtain Board input/approval, design the Performance Appraisal Process, including the necessary tools, and recommend to the Board the process and tools. The Board formally adopts the process and tools.
- c) Initiate the formal performance appraisal process, typically 2-3 months prior to the date of the Annual Meeting of the Board of Directors. This time period allows
- d) completion of the appraisal process, format review and action by the Board and meeting with the CEO.
- e) Recommend the bonus to the Board following the annual performance appraisal.
- f) Review and endorse the CEO's annual goals and professional development plan and inform the full Board.
- g) Regularly review the job description, any relevant policies, the appraisal process, and recommend enhancements for review and action by the Board as necessary.

3. Steps in the CEO performance appraisal process:

- a) The Performance Appraisal Committee reviews the Performance Appraisal Process, informs the Board of the process and invites Board members and CEO to provide any comments to the Committee.
- b) Performance forms are provided to each Board member for their completion and these are returned to the Committee.

- c) The CEO completes a self-evaluation form and returns it to the Committee.
- d) The Committee meets and summarizes the Board's completed ratings and compares the results to the CEO's self-appraisal.
- e) The Committee meets with the CEO to review the findings. The Committee Chair sends confidential memo to the Board and convenes an Executive Session without the CEO to discuss the results and recommendations. The Board will discuss the appraisal memo and bonus recommendation, make changes if desired and then act. The minutes will reflect the action.
- f) The Board assists the Committee in developing New Goals for the next year along with input from the CEO.
- g) The Committee (or a representative of) meets with the CEO to discuss the results of the appraisal and the Board decision.
- h) The CEO and the Committee modify the Goals for the next year, work together to outline the Performance Improvement and Development Plan.

H. Vacancies – updated 10/25/2016

- 1. Any vacancy on the Board of Directors, shall, if possible, be filled by an unsuccessful candidate from the most recent election. Priority will be given to the candidate who received the higher number of votes.
- 2. The Board President will contact unsuccessful candidates in an order based on the number of votes each received, to determine willingness to fill the Board vacancy.
- 3. If there is no unsuccessful candidate from the most recent election who is willing and able to serve as a Successor Director, the Nominations & Elections Committee shall recruit individuals from among regular members in good standing to serve as a Successor Director, and will present a slate of candidates to the Board of Directors.
- 4. Candidates for the Successor Director position shall:
 - a. Complete an application and answers to a list of questions prepared by the Nominations & Elections Committee for Board consideration, and
 - b. Address the Board prior to the election of the Successor Director at a meeting of the Board of Directors where the election of Successor Director shall occur.
- 5. The Board will vote by secret ballot to elect a Successor Director from among the slate of candidates presented by the Nominations & Elections Committee.

I. Indemnification

The Corporation shall indemnify and hold harmless its Officers, Directors, employees, and agents to the extent permitted by Arizona law.

SUBSECTION 2. BOARD OFFICERS: NOMINATIONS AND ELECTIONS

A. General

1. Election of Board Officers will be done by secret ballot. This is applicable to both the nominating ballots and the electing ballots.
2. Nominations from the floor will not be accepted.
3. Election for each office follows its seniority in the Bylaws: President, Vice President, Secretary, Treasurer, Assistant Secretary, and Assistant Treasurer.
4. The present President, or in his/her stead, the Chief Executive Officer shall administer the election until the new President has been elected.

B. The Nominating Ballot

1. The President (chair) will ask that nominating ballots be distributed to each Director.
2. Each Director receiving a vote is nominated for that office.
2. A nominating ballot cannot take the place of an electing ballot.
3. Board members may nominate themselves for any Board office.
4. Nominees must verbally indicate their willingness to serve before the electing ballot is distributed.
5. The chair will announce the names of the nominees and the number of nominations each received prior to the distribution of electing ballots.

C. The Electing Ballot

1. A nominee is considered “elected” if he/she receives a plurality of the votes cast.
2. Balloting should be repeated as many times as necessary to obtain a plurality vote for one candidate. The nominee receiving the lowest number of votes is never removed from the next ballot.
3. If a stalemate persists, the rules may be suspended in order to consider alternatives such as eliminating the candidate with the lowest number of votes. The motion to suspend the rules is not debatable and requires a 2/3 vote to pass.

SUBSECTION 3. BOARD MEETINGS updated 5/24/2016

A. RULES OF ORDER FOR AGENDA PREPARATION – Adopted 06/03/14

1. Items for agenda consideration are submitted to the President and CEO (or their respective designee) by 12p.m. (noon) six (6) business days prior to the date of the Board meeting.
 - a) Exhibits submitted by Board members must include any background materials, recommended action, and rationale required for an understanding of the issue.
 - b) Board members may request that the President place items on a Board meeting agenda at any time. If the deadline for agenda preparation is not met, the item will be placed on the next Board meeting agenda.
2. A proposed meeting agenda is developed by the Board President and CEO by close of business four (4) business days prior to the Board meeting. The proposed agenda is distributed to Directors either via email and/or by placing the document(s) within online Board files.

3. Two (2) business days prior to the Board meeting the proposed agenda will be sent to the Board of Directors, posted on the GVR website, and via an e-blast sent to members.
4. Directors vote to approve the agenda at the Board Meeting. The agenda may be amended by a two-thirds (2/3) vote of Directors present.
5. Regular Board meeting agenda will include a consent agenda; a Consent Agenda is a meeting practice which packages routine committee reports, Board meeting minutes, and other non-controversial items not requiring discussion or independent action as one agenda item.
6. The agenda shall be made available to GVR members on the GVR website and at the Board meeting in hardcopy.

B. Protocol And Conduct For Board Meetings updated 5/24/16

1. Board meetings shall be announced in all available electronic and print media and are open to the general membership.
2. Special meetings of the Board may be called by the President or the Vice President, due to special circumstances or at the request of any two (2) Directors. Directors will be given two (2) days written notification of any special meeting. An agenda will be provided once the meeting is set.
3. Meetings shall be conducted under the latest edition of Robert's Rules of Order, Newly Revised, unless otherwise determined by the Board.
4. The Board will use the following small board protocol during Board meetings:
5. Board meetings shall be held at least quarterly, at a place and time determined by the Board.
 - a) Board members do not have to stand, but should be recognized by the President to speak or make motions.
 - b) Motions must be seconded.
 - c) Each board member may speak for no more than ten (10) minutes per topic.
 - d) Informal discussion is allowed on non-motion topics.
 - e) Votes will be taken by a show of hands (or vocal, if attending electronically).
 - f) To vote on a subject, a formal motion must be made.
 - g) The President need not stand when putting items to a vote.
 - h) The President may debate, make motions and vote.
6. GVR members shall be permitted to address the Presiding Officer of the Board to provide input, subject to the following protocols:
 - a) Member comments shall be addressed to the Presiding Officer and shall not address the actions of one or more individual directors.
 - b) No member may speak until recognized by the Presiding Officer. No member may interrupt another member while he/she is speaking.
 - c) Members shall act in a courteous and civil manner.
 - d) A member must identify him/herself by name and provide their GVR Number or GVR property address prior to addressing the Presiding Officer.
 - e) Members are encouraged to provide written comments in addition to verbal remarks.
 - f) Members may speak to action items being considered at each regular or special session of the Board after all Directors had have an opportunity to speak to the

issue and for no more than one (1) minute, unless additional time is allotted by the Presiding Officer.

- g) Members may speak for no more than two (2) minutes on any GVR-related issue prior to adjournment of each regular or special session of the Board, unless additional time is allotted by the Presiding Officer.
 - h) If the President or Presiding Officer shall determine in his/her sole discretion that a member's conduct violates one or more rules of proper protocol for receiving member comments at Board of Directors meetings, the Presiding Officer may require the member to leave the meeting or move to recess or adjourn the meeting.
7. Board meetings shall not be adjourned until all agenda items have been considered, except by a two-thirds (2/3) affirmative vote of the Directors in attendance.

C. Minutes Of Board Meetings

- 1. The Executive Assistant or other designee shall take minutes at regular, annual and special Board meetings.
- 2. Minutes shall be retained with other corporate documents in a secure location.
- 3. Recordings of all open Board meetings shall be made and kept under the custody of the Executive Assistant in the Member Services Center until the minutes have been approved.
- 4. Minutes of the Board meetings will list the names of voting Directors in the minority of each vote as well as any Director abstaining from said vote. The person providing the second will not be named in the minutes. Minutes of Board meetings shall contain summaries of the actions taken at the meeting. Committee reports which are “informational only” will not be summarized in the minutes. These reports will be noted “received and placed on file.” Member comments are not part of the minutes. Board minutes shall be posted to the website only after they have been approved by the Board.

D. Use Of Legal Counsel

- 1. The President, Vice-President or Chief Executive Officer shall make initial contact with GVR’s legal counsel. Committee chairs needing a legal opinion shall provide the question(s) to the Chief Executive Officer and shall not contact the attorney directly.
- 2. GVR Board contracts, Bylaw changes and all similar documents shall be submitted to legal counsel for review and comment prior to approval by the Board.

SUBSECTION 4. BOARD COMMITTEES’ DUTIES AND RESPONSIBILITIES

A. Terms Of Board Committee Chairpersons

Board standing Committee Chairpersons shall remain active until the appointment of new Committee Chairpersons.

B. Committees Of The Board Of Directors (updated May 22, 2018)

- 1. Standing Committee Chairpersons shall be Directors, appointed by the Board President. Ad Hoc and Special Committee Chairpersons shall be appointed by the

- President, but need not be Directors. All Chairpersons must be approved by the Board.
2. The Board will establish the duties and responsibilities of the committees. Each committee shall make policy recommendations to the Board for consideration.
 3. Committee meetings will normally be open to all GVR members, but may be held in closed session, at the discretion of the committee or subcommittee chairperson.
 4. The President may establish special or ad hoc committees comprised of members/assigned members in good standing, Directors and Administrative Staff.
 5. Committees are not required to follow Robert's Rules of Order.
 6. Meetings shall be set by the Chairperson and shall be conducted as needed, but not less than quarterly.
 7. At least one other committee member shall be a Director of the Board. Committee members shall be GVR members in good standing, appointed by the Chairperson, and staff members selected by the Chief Executive Officer. To the extent possible, committees will include members knowledgeable about the functionality of that specific committee.
 8. Directors may attend any GVR committee meeting, whether open or closed. To attend a meeting from a remote site, a request shall be made by email to the committee chairperson at least three business days prior to the meeting. Directors will be provided with all materials otherwise provided to committee members.

C. Duties and Responsibilities of Board Committees

1. Board Affairs Committee
 - a. Recommend modifications in organizational policies and governing values to help guide the Board in achieving its strategic goals. Assist the Board in effectively carrying out its governing functions in such a manner so as to clearly delineate the roles and responsibilities between governance and management.
 - b. Review and recommend revisions, when appropriate, to the governing documents of the Corporation.
 - c. Endeavor to maintain a community link with residents of the greater Green Valley community.
 - d. Review and recommend Board action on group applications for GVR "Club Status."
 - e. Where appropriate, recommend modification to GVR club policies, in keeping with the best interest of the Corporation.
 - f. Review the Articles of Incorporation, the Corporate Policy Manual, and the Bylaws for updates and revisions. Changes may be editorial, necessary for continuity between governing documents, necessary due to changes made in Board or committees meetings, or proposed by member input.
 - g. Forward all proposed revisions to the Articles of Incorporation and Bylaws to legal counsel for opinion, including the effect on tax-exempt status. After consultation, the specific wording of the recommended modifications shall be forwarded to the Board for their review and appropriate action.
 - h. Develop pro and/or con statements for ballot proposals being submitted to the membership for a vote. GVR members are strongly encouraged to present their

positions to the committee for consideration, and possible inclusion, in the pro and con statements.

- i. Meet with Club officers to adjudicate any disputes concerning the Annual Club Agreement.
2. Fiscal Affairs Committee
 - a. Membership Considerations:

To the extent possible, the committee will include members knowledgeable about capital projects and members with experience in financial management.
 - b. Responsibilities:
 1. Review and assist in presenting the annual budgets to the Board. Such review will consist of recommending Reserve, the disposition of the Revenue/Expense Adjustment, and the amount of the Capital Fund Cash Account.
 2. Monitor progress toward achievement of annual fiscal objectives.
 3. Review financial statements (operations, capital analysis and balance sheet), and report to the Board, as appropriate.
 4. Coordinate with the GVR Audit Committee.
 5. Review and recommend policy to assure financial control.
 6. Review and recommend guidelines for corporate investment policy.
 7. Recommend the establishment and the amount of tenant fees, membership dues, initial fees, transfer fees, and assessments.
 8. Recommend the financing method to be adopted for specific major projects recommended by the Planning and Evaluation Committee for Board approval.
 9. Coordinate with the Planning and Evaluation Committee as it relates to proposed expenditures for capital improvements.
3. Planning and Evaluation Committee (updated 9/27/2016)
 - a. Membership Considerations:

To the extent possible, the committee will include members knowledgeable about capital projects and members with experience in financial management.
 - b. Responsibilities:
 1. To review and discuss on an annual basis, the capital evaluation requirements, and any documents required for club and miscellaneous capital funding requests submitted to the P&E Committee.
 2. To be knowledgeable of the Strategic Plan, Long-term Capital Plan, and Center Assessment Survey to ensure that all capital-funding recommendations comply with these plans.
 3. To identify issues and trends that could contribute to the update of aforementioned plans.
4. Audit Committee (Updated 10/28/2014)
 - a. Membership:

The Audit Committee shall consist of two or more GVR members who should have knowledge of financial reporting and internal control procedures.
 - b. Responsibilities:

1. The Audit Committee functions in the capacity of an overseer of GVR's financial reporting process and internal controls. The committee is the conduit between GVR and the independent auditing firm. The Committee is not involved in the Corporation's daily accounting functions.
 2. The principal functions of the Audit Committee are:
 - a) To recommend a CPA firm to the GVR Board to act as the corporation's independent auditor.
 - b) To review the independent auditor's terms of engagement.
 - c) To review the results of each audit including opinion qualifications or expectations.
 - d) To review the auditor's management letter and GVR management's response.
 - e) To review issues and disputes that may arise between GVR management and the independent auditor during an audit.
 - f) To review the adequacy of internal financial controls with GVR management and the audit firm
5. Nominations & Elections Committee (updated May 22, 2018)
- a. Membership
 1. The Chairperson shall be a Director, recommended by the President and approved by the Board of Directors.
 2. There shall be at least one (1) other Director on the committee, and a minimum than two (2) GVR members who do not serve on the Board selected by the Committee Chairperson. Committee members shall be members of GVR, selected by the Committee Chairperson. The members of the Committee selected by the Chairperson shall represent various geographic areas to the extent possible. Committee members will serve a one (1) year term, provided however, any member of the Committee who becomes a candidate for election to the Board of Directors shall resign from the Committee immediately.
NOTE: refer to CPM Section VI, Subsection 4(B)(1) and (7)
 3. An Administrative staff person will serve on the Committee and will be selected by the CEO.
NOTE: refer to CPM Section VI, Subsection 4(B) (7)
 - b. Responsibilities:
 1. **Nominations**
 - a) Determine the qualifications and eligibility of each candidate.
 - b) Submit a slate of qualified candidates to the Board of Directors at least one hundred and twenty (120) days prior to the Annual Meeting.
 - c) Post the slate of candidates to the membership no less than ninety (90) days prior to the Annual Meeting and determine how candidates shall be presented to the membership.

- d) Obtain names of candidates submitted by nomination petition to the Secretary, within the deadline (sixty (60) days prior to the annual meeting), if any, and determine the qualifications and eligibility of same.

2. Election Process

- a) Recommend to the Board a record date to determine the eligible roster of voting members which shall be no more than thirty (30) days prior to the election. If Board of Directors fails to set a record date, the record date shall be the date of ballot delivery.
- b) Submit the final slate of candidates for the ballot to the CEO.
- c) Establish a list of members eligible to vote as of the record date and provide this list to any outside agency conducting the election, if necessary.
- d) Establish the deadline for the return of ballots which shall be no later than 4:00 pm on a date at least five (5) days before the Annual Meeting.
- e) Verify that the final ballot and ballot materials have been reviewed and approved by GVR's general counsel.
- f) The ballot reply shall display all information deemed necessary for validation purposes for use by the Committee.
- g) Each candidate shall appoint two (2) GVR members, who are in good standing, to participate in the validation and counting of paper ballots.
- h) The counting of ballots, at the discretion of the Board of Directors may be conducted by an independent organization (e.g., Pima County Elections or electronic voting firm), in which case the results shall be obtained from the organization by the Nominations and Elections Chairperson or their representative.

NOTE: refer to Bylaws Article V, Section 3

3. Election Results

- a) The Committee shall have the validation/counting process completed at least two (2) business days prior to the date of the Annual Meeting or Special Meeting.
- b) At the conclusion of the election, obtain the results of the election, including the establishment of a quorum.
- c) The Chairperson shall notify the Board Secretary of the results of the election.
- d) In the election of Directors, if there are fewer than fifty (50) valid votes separating the last successful candidate and the first unsuccessful candidate in the election, or less than a fifty (50) vote difference on any other ballot issue, then the Board may, at its sole discretion, order a recount.
- e) The Committee Chairperson shall report the establishment of a quorum and the election results at the Annual Meeting. Successful candidates shall be announced in the order of the total votes received. The results of the ballot for any other matters shall be announced in the order in which the items appeared on the ballot.

4. Post-Election:

At the conclusion of the election, the ballot materials and the results thereof shall be submitted to the CEO. The CEO will maintain these records for a period not less than three (3) years in accordance with the Arizona Nonprofit Corporation Act.

5. Board Orientation & Training:

Arrange appropriate in-service training, as required, for the Board. Ensure that Board orientation programs are held annually.

SECTION VII – CHIEF EXECUTIVE OFFICER

Section VII was approved by the GVR Board of Directors on March 25, 2014; except as amended.

SUBSECTION 1 --AUTHORITY OF THE CHIEF EXECUTIVE OFFICER

The Chief Executive Officer (CEO) has overall responsibility for the planning and operation of the corporation and is responsible for management of day-to-day operations. The Chief Executive Officer shall have decision-making authority/responsibility for decisions, including, but not limited to, how policies and goals are attained; organization and control of resources; management of professional competence, and full control over operations, organizational behavior, subordinate managers and employees, human resource development, annual budget construction, execution of Board approved budgets, and the implementation of action items within each program area. The CEO provides organizational leadership and support for the Board in achieving GVR's vision, completing its mission, and executing its strategic plan. The CEO serves as the community liaison and is responsible for enhancing the visibility of the organization locally, regionally and nationally. The CEO serves as the Public Information Officer for GVR. The Chief Executive Officer may delegate authority to staff, as appropriate.

A. Fiscal Authority

In order to conduct business activities consistent with the mission of GVR, financial stability and integrity must be maintained.

The Chief Executive Officer shall:

1. In conjunction with the Chief Executive Officer, develop the annual budget for Board approval which ensures maintenance of facilities, availability of member programs, and operation of the Corporation in accordance with the 5 year plan.
2. Manage expenditures within the approved budget without incurring indebtedness.
3. Develop and maintain sound financial practices.
4. Oversee the fiscal management of GVR, including authority to approve financial matters, implement fiscal controls, execute reoccurring operational contracts and leases, fund expenditure approvals, and maintain accurate accounts of every financial transaction of GVR.
5. Set rental rates for not-for-profit organizations not affiliated with GVR.
6. Seek approval of all expense reports of the Chief Executive Officer by the Board Treasurer.

B. Programmatic Authority

The Chief Executive Officer has the authority to act in accordance with the mission and stated purpose of GVR.

The Chief Executive Officer shall:

1. Protect the non-profit status of GVR.
2. Provide a safe environment for members of GVR.
3. Structure the organization to continually improve operations and make changes as necessary to the organizational structure.

4. Develop policies for disseminating information to the membership and general public.
5. Participate in development and maintenance of short and long range strategies.
6. Review proposed GVR projects and programs.

C. Human Resources

The Chief Executive Officer directs the human resources of the organization. It is critical that the human resources of GVR are organized to perform at an optimum level for the corporation, through both paid and volunteer staff.

The Chief Executive Officer shall:

1. Maintain comprehensive HR policies and practices which are aligned with U.S. and Arizona law.
2. Serve as Equal Employment Opportunity and Diversity Officer.
3. Develop and recommend to the Board compensation packages that are competitive within Pima County and Southern Arizona.
4. Ensure that there is an effective management team, support staff, and volunteer system in place. Effectively manage the Human Resources (HR) of the organization according to authorized personnel policies and procedures that fully conform to current laws, regulations and corporate policy.
5. Ensure the development and implementation of personnel training programs that enhance the human resources of the organization and ensure qualified employees and volunteers.
6. Maintain a climate that attracts, retains, and motivates top quality people – both paid staff and volunteers.

D. Board Relationship

The Chief Executive Officer shall:

1. Participate with the President of the Board in developing agendas for meetings, and provide appropriate information so that the Board may make informed decisions.
2. Keep the Board fully informed on the condition of the organization.
3. Inform and support all Directors so that they may contribute to the Board effectively.
4. Work with the President and Committee chairs to ensure that Board Committees function effectively.
5. Assist Board members in better understanding corporate policies and recommend policy changes to the Board, as necessary.
6. Work cooperatively with the President and be responsible and accountable to the entire Board.

E. Other

The Chief Executive Officer shall:

1. Monitor and ensure compliance with federal and state laws, Pima County regulations and ordinances, and GVR's Articles of Incorporation, Bylaws, Corporate Policy Manual, and Corporate Operations Manual.
2. Be responsible for the organization's achievement of its vision, mission, and goals.
3. Administer and implement all corporate policies.
4. Develop a public awareness program to promote GVR.
5. Assure the organization and its mission, programs, products and services are consistently presented in a strong, positive image to members.

6. Be responsible for setting hours of operation for facilities, and for publicizing those hours by various GVR and non-member groups.
7. Be authorized to deny facility access to any group or to cancel any event, even if in progress.
8. Authorize the voluntary dissolution of GVR clubs.
9. Perform other duties as prescribed by the Board of Directors.

SECTION VIII – GVR PROGRAMS/CLUBS

Section VIII was approved by the GVR Board of Directors January 22, 2013; except as amended.

SUBSECTION 1. GVR PROGRAMS

A. Objective

The objective is to provide recreation, social, and leisure education opportunities that enhance the quality of our members' lives.

B. Acceptance Of Grant Funding

GVR is permitted, by policy, to solicit grant funding to subsidize operational expenses related to special events and cultural programs. It is acknowledged that accepting grants from publicly supported funding agencies may dictate that these programs be open to the public. The fact that grant monies may have been received shall not interfere with GVR's ability to provide advertised services to its members, as prescribed by governing directives. GVR shall retain final approval of specific programs supported by grants.

C. GVR Activities Open To The General Public

1. Activities available to non-members, for a fee, e.g. concerts, plays, and classes.
2. Activities which are funded or partially funded by public agencies, e.g. U. S. Service Bands, Senior Olympics, Arizona Commission on the Arts programs.
3. Special events approved by the Chief Executive Officer, e.g. Craft Fairs, Town Halls.
4. Any group renting a GVR facility may invite the general public.

D. General Public Ticket Surcharges

A surcharge shall be added to tickets for GVR public events sold to non-GVR members. However, if there is a co-sponsor, the surcharge may be waived by the Chief Executive Officer.

E. GVR As Ticket Outlet For Non-GVR Sponsored Programs

1. GVR may act as a ticket outlet for organizations located outside Green Valley and community organizations within Green Valley.
2. Tickets shall be sold to both GVR and non-GVR members. However, ticket prices must include a discount for GVR members.

SUBSECTION 2. GVR CLUBS – (updated 9/23/14)

A. Organization

1. Any group with thirty-five (35) or more GVR members, interested in pursuing a particular field of interest, consistent with the mission of GVR, may join together and form a GVR Club, as long as a similar club doesn't already exist within GVR.
2. All members of a group requesting "Club Status" must be members of GVR.
3. The group may formally request that the Board grant them GVR "Club Status," which entitles the group to a scheduling priority for reserving on an annual basis in GVR facilities.

4. A club application, available at the Member Services Center, must be submitted to the GVR Club Liaison.
5. The Club Liaison shall review the completed application and submit a written recommendation to the Chief Executive Officer, or designee.
6. If the Chief Executive Officer agrees that the club request is in order, a copy of the club's information is given to the Chairperson of the Board Affairs Committee, for inclusion in the next scheduled Committee meeting, agenda permitting.
7. Representatives of the prospective club shall be invited to the Committee meeting to speak on behalf of the club.
8. If the Board Affairs Committee approves the prospective club for recommendation to the Board, representatives from the club shall be invited to attend the next meeting of the Board to speak on behalf of the club.
9. If the Board approves the request for club status, the Club Liaison will file for an Employers Identification Number (EIN) on behalf of the club, if the club has not already filed for an EIN.
10. If a prospective club request is denied the Chief Executive Officer shall notify the club representative in writing.
11. The newly established club will operate independently of GVR but will be required to follow all rules and guidelines set forth by the Board of Directors.
12. The Club Liaison will retain a club file in his/her office.

B. Membership/Guests/Monitoring (updated 8/29/2017)

1. Club membership shall be open to all GVR members and they shall be entitled to participate in any meeting or activity. Clubs may not grant honorary membership, or their equivalent, to anyone who is not a GVR member. Any GVR member who is refused admission to a club shall notify GVR administration at once. All club officers shall be club members.
2. Clubs may establish prerequisites for joining their activity such as training or an orientation.
3. Clubs must maintain at least twenty-five (25) active members to retain their "Club Status." Clubs which fall below the minimum number of members will jeopardize their "Club Status." If a club's membership falls below 25, the Club Liaison will contact the club President and offer suggestions on ways to increase membership. If efforts to increase membership are not successful, the Club Liaison will advise the Chief Executive Officer. If necessary, the CEO will bring the issue to the Board Affairs committee, who shall make a recommendation to the Board.
4. If it is determined by the Club Liaison that there is a fifty-percent (50%) or more crossover in activities and/or interests in two or more clubs of the same type, those clubs may be consolidated.
5. Clubs may not affiliate with any national, state, or regional organization that requires GVR members to join its external organization. Optional membership in such organizations is allowed.
6. Clubs may grant guest privileges, at their discretion, to guests of GVR Members and, if authorized by the Board, other non-GVR Members upon payment of a guest fee to GVR.

7. GVR Clubs shall establish an effective monitoring system to ensure that only GVR members and eligible guests attend meetings and activities of the club.
8. GVR clubs that present performances to the membership and general public will be permitted to use non-GVR individuals in performing or production roles under the following circumstances:
 - a) Club members with the necessary qualifications are not available.
 - b) Approval must be obtained from the GVR Club Liaison on a case-by-case basis.
 - c) Each non-GVR individual must sign an agreement acknowledging that he/she will not be covered by GVR corporate worker's compensation nor listed as an additional insured in any GVR commercial insurance policy.
 - d) The agreement will note the terms and conditions of their involvement in the production and will not last beyond the specified performance(s).
 - e) Should the individual be a minor, then the parent/guardian must sign the agreement on his/her behalf.
 - f) GVR will permit student participation in a production with the acknowledgment and sponsorship of the student's school administration.
9. To use GVR facilities, GVR competitive teams must be comprised solely of GVR members.
10. The non-GVR guest policy for competition or participation in clubs is as follows:
 - a) GVR Clubs may host competitive events and allow non-GVR members or guests to participate. The club must notify GVR's Club Liaison prior to the scheduled event. Documentation outlining the nature of the competition(s) will be required for each event. Non-GVR members or guests are only authorized to use GVR facilities associated with the event, including warm-ups/practice time.
 - b) League play may occur if there is a reciprocal agreement to play at each other's facilities.
 - c) Outside of league play, Clubs may grant participation to guests at their discretion, as long as those individuals are eligible guests as defined in Section II, membership.
11. Non-GVR Member Club Participant Policy:
 - a) Clubs listed as Social or Dance Clubs on GVR's website may allow non-GVR members to attend their events.
 - b) Non-members must sign a waiver.
 - c) Non-members will pay a fee established by the Board of Directors.
 - d) Clubs will remit fee and record of attendance to GVR club liaison for deposit.
 - e) Board Approved Clubs may apply to for a waiver of fees annually. Board Affairs Committee will review applications to determine if fees are a hardship to the club and make a recommendation to the Board of Directors. Clubs will be notified of Board's decision.

C. Insurance

1. GVR shall provide liability insurance for all GVR clubs and club activities sanctioned by GVR.
2. Club Directors and Officers (D&O) insurance is not provided by GVR. Clubs desiring this coverage need to contact a commercial insurance broker. If purchased, a copy of the Binder shall be provided to the GVR Club Liaison.

3. When a club holds an Arts and Crafts Fair, festival, or any large event open to the general public, they must list GVR as an Additional Insured when completing the application for the Special Events Liability insurance policy.
4. GVR is responsible for insurance coverage and personal property taxes on GVR owned property only. It shall be the responsibility of each club to obtain necessary insurance on any equipment not owned by GVR, but located on GVR property, e.g., music instruments, computers, radios.

D. Financial and Tax Requirements

1. GVR clubs shall operate under a non-profit status consistent with IRS Tax Code 501(c) 4.
2. Each club must obtain an IRS Employer Identification Number (EIN) and provide that number to the Club Liaison.
3. GVR clubs are responsible for any local, state, or federal taxes incurred as a result of club activities.
4. Clubs shall maintain a simple bookkeeping system, recording all income, source(s) of income, and expenditures. They shall submit a financial report to the GVR Finance Director annually. The financial report is due by Feb 1st of each year.
5. All GVR clubs shall file appropriate tax documents and provide a copy to the GVR Club Liaison.

E. Sales Tax

1. Because of GVR's 501(c) 4 non-profit status, Hobby Shops must collect sales tax on items sold from their studios, including supplies purchased by club members.
2. If a club intends to routinely sell items or be a retail market, a Business License must be obtained and sales tax must be applied to all transactions. Clubs who do not obtain a Business License may not display "for sale" items in GVR display cases.
3. Clubs that engage in retail sales are required to comply with all state and federal regulations, including the filing of required tax documents.
4. Clubs may display "for donation" items in a GVR window or display case. Clubs may not set a firm donation amount, but may post a "suggested donation" sign.
5. When a club displays items with only a contact name and telephone number, sales must be conducted off GVR property. A club member's transaction outside GVR facilities is a personal tax liability of the member and not the responsibility of the Club or GVR Corporation.
6. Sales tax is not applicable to services (such as glazing or firing), but the payment for the service must be reported as income on the club's year-end financial report to both state and federal agencies.
7. If a club purchases a product(s) from a vendor for resale to its members, the club will need to obtain a Business License from Pima County. Once that is completed and the club places an order for a product(s) from a vendor, they will file a 5000A (Arizona Resale Certificate) with that vendor and will not pay any state sales tax for the products. When the club sells that product(s) to its members, the club member will be charged the appropriate sales tax at that time. The club must then register with the Arizona Department of Revenue and the monthly or quarterly reports are filed appropriately.

8. It is the responsibility of each individual artist to secure an Arizona Transaction Privilege Tax License if they plan on selling their items.

F. Facilities

1. GVR is responsible for facility expansion in order to provide existing levels of services for a growing GVR membership or support increased usage due to changing trends.
2. Requests for dedicated space shall be evaluated on a case-by-case basis. The cost of any modification or expansion of facilities may be shared if mutually agreed upon. Any such expansion or modification shall become the property of GVR.
3. Clubs that don't routinely utilize at least 50% of their dedicated space may be reassigned to a more appropriate sized facility.
4. GVR reserves the right to modify facilities and determine usage requirements as a result of changing trends.
5. GVR facilities are compliant with the Smoke-Free Arizona Act. GVR Clubs are responsible for reading, understanding and enforcing the Smoke-Free Arizona Act when meeting in GVR facilities. Club representatives may be asked to sign a Compliance Form acknowledging receipt of the Smoke-Free Act. If a violation is discovered and corrective action is not taken, the club may be responsible for paying any fine(s) assessed to GVR.

G. Reservations (Revised 9/23/2014)

1. Reservations will be assigned in the following order:
 - a) Board of Directors
 - b) Recreation Staff (e.g. special events, classes, concerts, programs, annual festivals and performances)
 - c) Regularly scheduled club events (weekly and monthly)
 - d) Clubs with dedicated space are required to use their dedicated space for meetings and events. Exceptions will be made for special events that cannot be accommodated in a club dedicated space.
 - e) Community events (e.g. HOA) and rentals
 - f) Club one-time special events or parties
 - g) Private member functions
 - h) Club additional ongoing activity requests
2. GVR Chief Executive Officer (CEO) has the authority to make exceptions and changes to reservations policy as needed to accommodate special circumstances.
3. Reservation requests are subject to review on an annual basis. The availability of Facilities is not guaranteed each year. Reservations are based on the number of requests for available space.

H. Clubs and Class Offerings

1. Clubs are welcomed to provide instructional classes for club members and/or all GVR members. Due to Internal Revenue Guidelines for Independent Contractors working with or through GVR, Workers Compensation and General Liability issues, GVR has the following policies:

- a) All club classes must be offered through GVR's Instructional Class Program. Clubs must contact the GVR Recreation Supervisor for complete procedure information, submit a class proposal, and/or be informed of exceptions to this policy.
- b) Instructors will be required to complete a W-9 and/or other necessary documents prior to their start date.
- c) GVR may require instructors of high risk classes eg, tennis, pickleball, swimming, to obtain an additional one million dollar liability policy.
- d) The current Instructor/GVR split is: 70% of registration fees to the Instructor and 30% of the fees to GVR.
- e) GVR will work with individual clubs to schedule and promote their classes. GVR can also provide administrative support, when needed eg, contacting registrants, distributing supply lists, providing class lists.
- f) All clubs must be in compliance with these policies. If a club holds a class in a GVR facility without going through the proper channels, they are in direct competition with the GVR Instructional Program. Such an action can lead to club suspension and/or GVR membership suspension.
- g) Classes or workshops that are offered free of charge to club members (or to all GVR members), may not be subject to these guidelines. We encourage the club representative to contact the GVR Class Supervisor to review the specific requirements under those circumstances.

I. Club Reporting and Records Management

- 1. All GVR clubs are required to sign and submit an Annual Club Agreement which outlines the club's responsibilities to GVR and what they can expect from GVR in return. If a club refuses to sign or does not fulfill their requirements, GVR may require the club to meet with the Board Affairs Committee for review.
- 2. All clubs shall maintain a continuity of records and shall preserve all correspondence and minutes for a period of no less than three years. Club records are kept for the prescribed period of time in accordance with administrative policies for record retention.

J. Club Bylaws

Club Bylaws are the governing documents for the club. It is important that they be kept up-to-date and current with the club's activity. GVR suggests that clubs review their Bylaws each year or when a change of officers takes place. Club Bylaws shall be resubmitted to GVR no less than every five years, or as needed.

K. Member Code of Conduct

- 1. Clubs within GVR are often faced with internal conflicts between club members or behavioral issues. The GVR staff does not resolve conflicts between individual club members nor do they get involved with internal policies written and enforced by the clubs. GVR's main responsibility to all clubs is to support their club activities. However, if a theft of property, immoral conduct, violence or a violation of the GVR Code of Conduct occurs, GVR staff will investigate the situation until the matter is resolved. If any incidents occur, an incident report shall be completed within 24 hours

and submitted to GVR's Club Liaison. A copy of GVR's Code of Conduct is displayed in all facilities and printed on the back of each member's photo ID card. It states that all users of GVR facilities are required to comply with published rules and regulations. All users are expected to show common courtesy to employees, directors, volunteers and other members and guests. All users shall refrain from using offensive language and participating in offensive behavior; such actions shall not be tolerated. Members are responsible for the conduct of their guests. Any violation of GVR's Code of Conduct may result in a member having their rights and privileges suspended.

2. A club consists of members who appoint a Board of Directors made up of club members to handle the affairs of the club. When the Board of Directors of a club is faced with taking action against a club member, it is the responsibility of the entire Board, not just one or two individuals of the Board. Proper documentation of a situation must be kept before any action can be taken against a club member. GVR must always be kept informed of such situations so that GVR's records can be documented, as well. A change in a member's behavior should not be taken lightly. There are various ways in which clubs can handle member complaints and conduct issues. Two suggestions are outlined below:

a) THREE STRIKE RULE

1. Strike One: If a club member begins to be disruptive or abusive a club officer or designee should take the individual aside and talk to them privately. Let them know that their behavior will not be tolerated and if it does not stop, they will be asked to leave. Documentation must be kept on file in all instances, in case you need to refer back to a particular incident.
2. Strike Two: If the individual continues to be disruptive or abusive the Club President or designee will write a letter to the individual restating GVR policy and possible consequences. A copy of the letter must be provided to GVR's Club Liaison.
3. Strike Three: If the behavior has not been corrected, the club's Board of Directors has the authority to remove the individual from their membership. A removal letter must be provided to the member and GVR's Club Liaison. Every opportunity to correct a problem should be given to the club member before dismissal from the club. If personality conflicts between members are the problem, they would also be handled as stated above. An equal and fair opportunity should be given to all parties involved.

i) PEER COMMITTEES

It may be beneficial for clubs to appoint peer committees to serve as mediators when a conflict arises within a club. Their basic function is to investigate and listen to all sides of the story and arrive at a resolution. If a resolution cannot be agreed upon, the matter would go to the club's Board of Directors to handle. At all times, GVR must be kept informed of any conflicts and their outcome.

L. Dissolution of a Club

1. Should a club choose to dissolve, they must notify the GVR Club Liaison. The Chief Executive Officer will authorize the formal dissolution of the club.
2. In the event of dissolution of a club, after all bills are paid, club property remains the property of GVR.

SUBSECTION 3. HOBBY SHOPS AND STUDIO CLUBS

A. Basic Services

1. Arts and crafts facilities are intended for the member's pursuit of hobbies. GVR prohibits the commercial use of its arts and crafts facilities. Mass production of articles to be sold for private gain is prohibited.
2. If determined to be in the best interest of the membership as a whole, GVR may underwrite basic services of the clubs which include: 1) facilities, 2) utilities, 3) custodial and maintenance service, 4) counseling and administrative support, 5) fixtures (multi-use tables, chairs, amplifier systems, chalkboards), and 6) initial equipment basic to the activity.
3. Hobby shops and studios must be self-supporting through dues, class fees and other miscellaneous revenues. Income derived from studio users and hobby shops shall be used to offset both consumable supply expenses and instructor salaries.

B. Equipment

1. Equipment belongs to GVR, whether it is the original equipment, replacement of original equipment, or additional equipment subsequently purchased by the club. Equipment includes, but is not limited to, machines, computers, furniture, machine tools, building fixtures, building improvements, carpeting, and kilns.
2. The replacement and/or repair of hobby equipment located in the hobby shops is the responsibility of the club.
3. GVR is responsible for building maintenance (i.e. plumbing, electrical, roof leaks, etc.) within the dedicated club space.
4. Consumable supplies and operational expenses incurred because of the nature of the activity performed shall be the sole responsibility of the GVR club.
5. Additional equipment acquisitions, both capital and operational, which serve to enhance or expand the capabilities or service of the hobby shop, shall be considered improvements and are the sole financial responsibility of the club. Such additional equipment acquisitions shall become the property of GVR.
6. Club-utilized equipment may be sold or traded by the club provided that: a) property traded for shall be utilized by the club; b) proceeds from sales shall be utilized for the procurement of property for club use; and c) approval shall be obtained from the Chief Executive Officer or his designee.

C. Members' Use of Hobby Shops

1. Members who supervise the hobby shops shall pay annual dues to their club in lieu of a usage charge. Some hobby shops allow usage by guests and a small fee may apply. Please check individual club's Bylaws for their policy on this issue. This fee, and the dues and income of the club, are expected to provide funds for the purchase and replacement of equipment and for the maintenance and upkeep of equipment.

2. It is the intent of GVR that dedicated club spaces not be overly unfairly utilized by members mass producing items for resale. While a tax number constitutes commercial intent, not all members making items for sale create a burden on a dedicated space's facilities. If, in the eyes of fellow club members, a member with a tax number is overburdening the facility (storage space, access to equipment, etc.), the club's Board must take appropriate steps to resolve the issue. If the club's Board fails to act in an appropriate or timely manner, GVR's Club Liaison will resolve the dispute.

D. Merchandise/Product Sales

1. GVR recognizes that finished craft pieces are sold through display cases in Hobby Shops. Because of the organization's non-profit private club status, sales may only be made to GVR members or their guests with appropriate GVR identification:
2. Purchases from prospective GVR members, accompanied by a local realtor, are acceptable, as long as the realtor is a GVR member.
3. Arts and Craft Fairs are exempt from the member/guest only sales restriction because the IRS considers such events as occasional and incidental sales activity.
4. Materials sold through the Hobby Shops for the production of crafts may only be sold to club members.

SUBSECTION 4: LIQUOR POLICY

- A. The sale of intoxicating beverages is not permitted on GVR premises without a special sales permit or liquor license and appropriate liquor liability policy. Prior to applying for a liquor license, permission must be received from the GVR Chief Executive Officer.
- B. Club members are permitted to bring their own beverages (BYOB) to a club activity. However, written permission must be obtained from GVR at the time the reservation agreement is signed or prior to the event or activity. No alcohol may be stored in a GVR facility.

SECTION IX– RISK MANAGEMENT

Section IX was approved by the GVR Board of Directors on August 23, 2011; except as amended.

SUBSECTION 1. GENERAL POLICY

GVR recognizes that good risk management is in the best interest of the organization and has assigned this responsibility to the Chief Executive Officer as an operational issue. The objective is the effective risk management of property and casualty losses to which GVR is, or may be, exposed.

SUBSECTION 2. DISASTER RECOVERY

A. Priorities

GVR's three main priorities in a disaster recovery situation shall be:

1. Protect and care for the people who are at the disaster site.
2. Protect all GVR assets located at the site.
3. Ensure business continuation as quickly and effectively as possible.

B. Disaster Manual

1. Staff shall maintain, and update as needed, a manual, located at all volunteer monitor locations, as a readily available method of effectively responding to a disaster affecting GVR and surrounding community.
2. The manual provides a means for personnel to find correct information quickly and to adjust to a disaster.
3. The manual includes a plan for recovery from the effects of a disaster after the emergency has been addressed, to the point where all normal operational functions are restored.

C. Disaster Recovery Team

1. The Chief Executive Officer has the prime responsibility for the creation and successful operation of the Disaster Recovery Team. The Chief Executive Officer functions as the principal Public Information Officer (PIO), who provides communications to media and membership regarding process, direction, and progress of recovery effort.
2. Risk Management Committee shall be appointed by the Chief Executive Officer. Members collectively shall have expertise in insurance, risk management, loss mitigation, Medical, contracts and finance. Appointed GVR staff members shall include Buildings Services Manager, Finance Director and IT Manager.
3. Risk Management Committee has the responsibility to review Corporate Insurance for adequate coverage.
4. The Disaster Recovery Team has primary responsibility of maintaining member services during a disaster. The Chief Executive Officer shall coordinate with GVR Board when additional revenue, equipment, or staff is needed to fulfill this mission. The Chief Executive Officer shall assist the Risk Management Committee with direction as to facilities and planning.

SUBSECTION 3. INSURANCE

A. The Following Insurance Coverages Shall Be Maintained By The Corporation:

1. Property Insurance on Buildings and Contents
2. Business Interruption Insurance
3. General Liability
4. Electronic Data Processing
5. Crime, Employee Dishonesty and Forgery
6. Automobile
7. Umbrella Liability
8. Directors and Officers Liability
9. Employment Practices
10. Fiduciary Liability

B. Volunteers And Members

GVR volunteers and members shall be listed as additional insureds in its general liability protection coverage

SECTION X– MISCELLANEOUS

Section X was approved by the GVR Board of Directors on September 27, 2016; except as amended.

SUBSECTION 1. COMMUNICATIONS POLICY

POLICY STATEMENT

As an integral part of the greater Green Valley, Arizona community, Green Valley Recreation, Inc. (GVR) strives to maintain open and transparent communications in order to foster good relations with its members, news organizations, and the general public.

To this end, GVR uses several communication vehicles to provide news, information and updates. These vehicles include, but are not limited to:

1. a monthly newsletter
2. an electronic, email newsletter
3. an email address for the Board and an email address for general inquiries
4. websites and apps
5. timely postings of Board and Committee meeting agendas and materials and subsequent meeting minutes
6. social media

Because GVR is a private corporation, it is not subject to the same laws that govern municipalities, such as open meeting statutes or laws that protect freedom of speech and freedom of assembly. GVR is under no obligation to publicly disclose all information about the organization and may keep certain information relating to its members, employees and its operations confidential. All GVR directors, employees, and volunteers are required to abide by GVR's confidentiality policies.

A. EXTERNAL COMMUNICATIONS

1. Public Information Officer (PIO) as Point of Contact

To ensure the orderly release of accurate and consistent information to the general public and news media, GVR's Chief Executive Officer (CEO) shall serve as the official Public Information Officer (PIO) for the Corporation [See *GVR Corporate Policy Manual (CPM), Section VII-Chief Executive Officer*] or may delegate such responsibility to the Marketing/Communications Specialist. The PIO shall be the single point of contact for inquiries from non-members (the general public) and news media. Other GVR staff, as appropriate, may field inquiries from current or prospective GVR members. All public and media inquiries shall be directed to the designated PIO spokesperson, who shall consult with senior managers, if necessary, to confirm information prior to release. The CEO shall approve in advance all press releases. This process ensures that the release of information to the general public and

news media is consistent with GVR's governing documents and policies and helps to prevent misunderstandings, misinterpretations, and confusion.

2. Information Prohibited from Public Release

GVR protects the confidentiality of certain information in conformance with its governing documents and applicable laws. For this reason, GVR will not release information nor comment on the following:

- a. Member information and records
- b. Employment records and employees' personal information
- c. Privileged information between the corporation and its legal counsel
- d. Information related to pending litigation
- e. Any information that was made available in an Executive Session of the Board of Directors
- f. Any information prohibited from public release by local, state or federal laws
- g. Any information in which public disclosure would not be in the best interest of the Corporation

3. Correction of Inaccurate Information

GVR will take steps to correct inaccurate information published or reported by external media about the Corporation as soon as reasonably practicable after its discovery. Such steps may include a request for a correction to be published and/or a written opinion piece submitted to the media outlet. The nature and seriousness of the misinformation shall be considered in determining the most appropriate course of action.

4. Media & Public Access

As a private, nonprofit 501 (c)(4) organization, GVR is obligated to ensure that only authorized members, guests, and visitors are allowed access to its facilities and programs in conformance with its Bylaws. For this reason, the Corporation may deny the use of its facilities to any outside group that, in its judgment, does not further the interests of GVR and its members. GVR may also deny requests for access or information by news organizations if it is determined that the nature of the visit or inquiry is not in the best interest of the Corporation and/or its members.

5. Media Access

Members of the news media may request access to GVR, its members, clubs and programs for the purpose of developing news items subject to certain restrictions. GVR has an obligation to protect the privacy of its members without intrusion or disruption of their visits to or utilization of our facilities.

Media representatives (e.g. reporters) are also welcome to attend members-only functions held on GVR property (such as GVR club events) or events hosted by

outside groups that are renting GVR facilities if they have been invited to such events. Media representatives shall notify GVR in advance if they wish to attend non-public events to which they have not received an invitation from GVR or the event's host such as GVR classes, and all other activities at any GVR facility (including meeting rooms, sports courts, fitness centers and pools/spas).

Media representatives shall be required to provide the general nature of the visit, who they wish to interview, and which facility they wish to visit. A GVR employee may be designated to accompany the media representative to the event. GVR reserves the right to deny the request if it is determined that the nature of the visit is not in the best interests of the Corporation and/or its members.

For the safety and privacy of members and employees, still or video photography at private events is prohibited without prior written approval from GVR and signed waivers from every individual whose image is photographed or videoed.

6. Media Coverage of Public Events

News organizations are welcome to attend any program or event at GVR that is open to the general public and community upon payment of the regular admission fee, if any, or with a complimentary ticket if provided by GVR. Examples of public events include live performances, annual Health Fair, annual Artisans Fair, GVR Foundation's Southern Arizona Senior Games, lecture series, GVR Center open houses and ceremonial dedications.

7. Media Access to GVR Clubs

GVR sanctions various clubs, many of which use GVR's facilities for their meetings and activities, and some of which have designated spaces for their club's use. As a courtesy, media representatives who wish to access GVR property to visit a GVR club shall notify the PIO of their visit and its nature. If a GVR Club has invited media representatives to visit their club or attend an event, the club is required to notify the PIO of such visit.

Media representatives invited to GVR facilities by a GVR club are subject to the same rules and regulations as other GVR guests. Clubs officers shall be responsible for ensuring that media representatives comply with such rules and regulations and ensuring the accuracy of any information provided to them.

8. Media Requests for Information – Media Inquiries

GVR wishes to maintain its relationships with media outlets and will respond to any request for information deemed to be in the best interests of the Corporation and its members as determined by the PIO. Requests for information from media will be considered on a case-by-case basis, depending on the nature of the request.

B. MEMBER COMMUNICATIONS

Communications with GVR members are intended to keep members informed of news and information, and shall be accurate, truthful, transparent and timely. Members are encouraged to attend GVR governance meetings to become and remain informed.

1. Response to Member Communications Sent to Staff

Any written, emailed, or telephone communications received by staff from members that are deemed to be of a serious nature shall be forwarded to the CEO who, at his/her discretion, may consult with the Board President prior to authorizing a response.

GVR will not respond to anonymous, obscene, harassing, belligerent or threatening communications received from any individual.

2. Response to Member Communications Sent to the Board of Directors

Member suggestions made at Board of Directors Meetings or sent to the Board via email or other means may be referred to the chair of an appropriate committee for consideration.

3. Member Requests for Information

The books, records and papers of the Corporation shall, for specific and proper purpose, at all reasonable times during business hours be subject to examination by any regular member of The Corporation upon written demand to the Corporation (see *GVR Bylaws, Article XII, Section 2: Availability of Records*) subject to any applicable confidentiality policy. GVR reserves the right to assess a fee for hard copies of documents requested by members. GVR will not create or generate reports that are not already prepared in the regular course of business.

4. Member Comments at GVR Board of Director Meetings

Members are welcome and encouraged to attend regular monthly meetings of the GVR Board of Directors and are permitted to address the Board at designated times during the meetings. (See *Section VI Board/Board Committees, Subsection 3 Board Meetings B. Protocol and Conduct for Board Meetings*).

5. Email Communications with Members

GVR communicates via email with members to respond to inquiries and to provide news and information to the membership. The CEO or CEO's designee(s) shall serve as GVR Email Administrator and is responsible for responding to email correspondence from GVR members and/or forwarding the communication to the appropriate staff for response.

a. General Email

GVR has established and frequently monitors a general email box (Hotline@gvrec.org) for members to use to make comments or ask questions and which is posted on the GVR website and included in each eBlast and newsletter. The Email Administrator is responsible for monitoring this email box and responding to member emails or forwarding them to the appropriate employee for response. Emails received from members shall be saved and archived by staff as designated by the CEO.

b. GVR Email Updates

GVR has an electronic newsletter (e.g. eBlast) that is sent to subscribers who must “opt in” and agree to receive such email communications. GVR respects the privacy of its members and subscribers, and does not rent, sell, or share subscriber’s names, information or contact information, including email addresses.

c. GVR Board of Directors Email Policy (upd. 10/25/2016)

To facilitate communications among GVR Board Directors, GVR’s Board-approved “Email Policy” provides each member of the Board of Directors with an official GVR email address, which is to be used solely for governance-related communications between Board members and GVR staff only.

A generic email address for members to communicate electronically with the Board of Directors (board@gvrec.org) is posted on the GVR website and published in each GVR Now! Newsletter. Emails addressed to the Board shall be reviewed by the CEO and the designated GVR Email Administrator who shall archive all such email messages, forward them to the Board President, and copy other Directors. Any director who receives a communication in a personal non-GVR email account that concerns GVR business and/or Board matters shall forward same to the CEO for review and if appropriate, archiving by the GVR Email Administrator.

It is the policy of the GVR Board of Directors that individual Board members shall not use email to discuss, debate, or make policy or operational practice statements related to GVR whether in response to a member’s comments or for any other purpose except as may be specifically authorized by the Board.

6. Prohibited Email Communications

The following email communications by GVR's Directors, members, employees, and volunteers are strictly prohibited:

- a. Messages containing offensive language, including, but not limited to, defamatory, racist or obscene remarks
- b. Messages intended to or that would cause a reasonable person to be alarmed, annoyed or harassed
- c. Messages containing an attachment that is from someone other than the member sending the email
- d. Any attempt to disguise the sender's identity or an email with an anonymous sender
- e. Potentially damaging messages, including but not limited to, mass or commercial messages, spam, and messages containing viruses
- f. Messages concerning GVR business and/or operations addressed from a GVR Director's personal email account
- g. Personal emails using a GVR email account

C. ELECTRONIC & SOCIAL MEDIA

GVR may utilize electronic and social media sites (e.g. Facebook™, Twitter™, etc.) to share information on the Corporation's activities and events and for any other purpose related to GVR business. To the extent that such media sites allow individuals to post replies and comments, GVR reserves the right to limit and/or remove, at its sole discretion, any reply or comment it deems offensive or contrary to the interests of the Corporation or its members.

SUBSECTION 2. PETITIONS FOR BOARD CANDIDATES AND PROPOSED BYLAW AMENDMENTS

A. Petition Process

1. Petitioning Member will contact the Executive Assistant (EA) (or designated staff member) at Member Services Center to review the process and will sign, in the presence of that staff member, the Statement of Agreement. The Statement indicates that the petitioner has read and agrees to the petition process contained in this section of the CPM for the handling of petitions.
2. All petitions shall be on the proper form available from the Executive Assistant. After the form has been signed and witnessed by the Chief Executive Officer or designee, the petitioner may make multiple copies of the Form and shall pre-number each. The petitioner may then begin obtaining signatures with addresses, and GVR numbers.
3. Signatures may be collected on GVR properties, but not in dedicated club spaces, nor in auditoriums during GVR-sponsored events, concerts or performances. Petitioners are reminded to be respectful of members.

B. Requirements for Signatures

1. Signatures on the petition shall be made in the presence of the petitioner or their designee.
2. As with voting, in the event that more than one (1) signature is cast for a particular GVR property, none of the signatures from that property shall be counted.

3. After the required number of signatures is collected, the Petition Forms shall be returned for validation to the Secretary of the Corporation at GVR Member Services Center.
4. After validation is complete, the petitioner will be notified as to whether the Petition Forms meet the requirements for the matter to be placed on the ballot.
5. All petitions must conform to GVR Bylaws and the Arizona Revised Statutes.

APPENDIX I – BOARD POLICIES

SUBSECTION 1. BUDGET DEVELOPMENT POLICY (updated 1/31/2017)

OBJECTIVE

This Policy Statement provides the framework for annual budget development, review, and adoption. Included in this Statement are the budget development milestones and the recommended timetable for their completion to ensure that all necessary contributions and approvals are completed and on schedule.

A. Policy

1. References.
 - a) GVR Bylaws - Art. III, Sections 1 - 5
 - b) GVR Bylaws - Art. VI, Section 2
 - c) GVR Bylaws - Art. VII, Section 4D
 - d) Corporate Policy Manual - Section II, Subsections 3A - 3F
 - e) Corporate Policy Manual - Section V, Fiscal/Accounting
 - f) Corporate Policy Manual - Section VII, Subsections 4C2 & 4C3
 - g) Corporate Policy Manual - Section VII, Subsection 1A
 - i. Reference 1a above states: "Membership dues and operating and capital budgets shall be established by the Board of Directors."
 - ii. References 1e - 1i provide responsibilities in establishing and executing budgets for GVR, Inc. These guidelines should be followed by the CEO/staff in developing budgets for GVR, Inc.
2. Schedule for annual budget preparation and approval process (structured for a calendar year):
 - a) January/February.
 - i. CEO/staff will solicit any capital or operational needs from GVR clubs and programs. A list of operational and capital needs will be developed. Staff will provide cost estimates for these projects.
 - ii. Staff begin the annual Facilities Center Assessments process.
 - b) March. The Planning & Evaluation (P&E) Committee reviews and prioritizes Club requests greater than \$2,500 for current Fiscal Year implementation. Projects less than \$2,500 are included in the Center Assessments. Clubs will be notified by P&E (or designee) of the status of their projects (either funded or unfunded).
 - c) April/May. Staff prepare, prioritize and provide cost estimates for Center Assessment maintenance and capital replacement project lists.
 - d) June/July. CEO/staff prepare operations and capital budgets.
 - e) August/September
 - i. Staff provides recommendations for Center Assessment priorities from center assessments and reserve study. (maintenance and capital replacements)

- ii. P&E Committee considers 10-year strategic master plan projects for upcoming fiscal year.
 - iii. Fiscal Affairs (FA) Committee considers staff proposal for fiscal year operating budget, and schedule of dues and fees. After review, Fiscal Affairs Committee will forward to the Board of Directors with the recommendation that the budget be accepted as presented.
 - iv. FA Committee considers P&E Committee recommendations for new capital improvement projects from the 10-year strategic master plan.
 - v. Staff determines and notifies the P&E Committee of budget available for capital club requests for the following calendar year.
- f) September/October.
- i. Board of Directors will approve the Schedule of Dues and Assessments; Board of Directors reviews and approves annual operating and capital budgets.
 - ii. The Board of Directors will have an approved budget available for execution no later than November 15.
- g) Approved Annual Operating & Capital Budget Implementation
Once the annual operating and capital budget is approved, the CEO will execute the budgets within the overall budget totals. Any proposed additions to the annual budget after approval by the Board of Directors will be forwarded to the Board for authorization prior to execution.

B. Limitations

1. The CEO is guided by references cited in the *Policy Statement* in developing dues and assessments. These should not be exceeded unless approved by the Board of Directors.
2. The CEO is guided by the development process cited above in paragraph three. From time-to-time the CEO will apprise the Board of Directors of the status of the budgets being developed.
3. Once approved by the Board of Directors, the CEO may execute the annual budgets within the overall budgeted amount.
4. The CEO may shift amounts between line items in the Board-approved budget to meet current or anticipated needs. Any line item that is decreased or increased by more than 15% or \$15,000, whichever is greater, should be reported to the Board of Directors.
5. The status of reserve funds will be reported in the annual budget development process. After Board approval, reserve funds will be an integral part of GVR budget development. The CEO is encouraged to bring the most appropriate funds and their execution forward for approval.

SUBSECTION 2. GVR FACILITIES POLICY STATEMENT (8/25/2015)

Whereas, Green Valley Recreation, Inc. (GVR) recognizes that planning and development of all GVR facilities and dedicated space is predicated on ‘Peak Season’ use; and

Whereas, The Corporation also acknowledges that all of its facilities and dedicated space were established with great intention and financial commitment for sanctioned GVR club, sport, and other activities ‘that enhances the quality of our members’ lives’ (from *GVR Mission Statement*); and

Whereas, periodic review of member facilities and dedicated space use is strategically important to ensure that member needs are consistently met; and

Whereas, any re-appropriation or rededication of existing spaces or facilities can only occur when circumstances of markedly diminished use or need for affected facilities can be clearly demonstrated.

Therefore, Be It Resolved, It is the Policy of GVR:

- A. To not repurpose or expropriate existing facilities and previously dedicated space without prior consultation with and proper notification to affected membership stakeholder groups;
- B. To consider repurposing facilities and dedicated space when, in the determination of the Board of Directors, there is sufficient documented decline in usage over the course of several years, which may be mirrored by similar decline in club membership. Specifically, when contemplating repurposing facilities or space, the Board of Directors will consider:
 1. Clearly demonstrated need for new or expanded GVR facilities and/or designated space;
 2. Usage data for GVR facilities and designated space provided by staff (staff-reported data may reference data gathered by affected groups); and,
 3. No less than three (3) years of prior usage data.
- C. To consider repurposing facilities and dedicated space for other GVR purposes when, in the determination of the Board of Directors, there are ample facilities available of the type to be removed, reclaimed or repurposed sufficient to ensure that member needs are consistently met.

SUBSECTION 3. GVR INVESTMENT POLICY (2/23/2016)

Introduction

In making investment decisions, the Board of Directors (the “Board”), Investment Committee, GVR’s Chief Executive Officer (the “CEO”) and Chief Financial Officer (the “CFO”) and GVR’s financial advisor(s), if any, shall act in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances and in a manner they reasonably believe to be in the best interests of Green Valley Recreation, Inc. (the “GVR”). This is the “Prudent Person Rule.”

Purpose and Scope

The purpose of this Investment Policy Statement (the “IPS”) is to provide a framework for ensuring that GVR investments are managed consistently with GVR’s short-term and long-term financial objectives. At the same time, this IPS is intended to provide for sufficient investment flexibility to adjust to operational and market changes.

This IPS applies to all investments of GVR’s excess operating cash and **Reserve Funds** and supersedes GVR’s Corporate Policy Manual concerning investments.

A. Definitions

Defined words used in this IPS are capitalized and written in **Bold** typeface. See Investment Policy Appendix for defined words.

B. Management of Investments

GVR’s Board has fiduciary responsibility for GVR’s investments.

The Board, Investment Committee, GVR’s CEO and CFO and financial advisor(s), if any, are bound by (1) this IPS unless changed or amended by Board resolution and (2) all federal and state laws and regulations.

C. Investment Objectives, **Risk Tolerance**, **Investment Strategy**, **Asset Allocation**, **Liquidity** and **Rebalancing**

The primary investment principle is to maintain the safety of GVR’s invested cash.

The secondary investment principle is to have invested operating cash and **Reserve Funds** available when needed by GVR’s operations without incurring unwarranted loss of value or costs. The maturity horizon for each **Fund** shall be determined by the purpose, use and needs of each **Fund**.

GVR’s overall **Risk Tolerance** has been assessed with the assistance from Edward Jones, GVR’s financial advisor, to be between “low/medium” and should be reassessed periodically.

A specific **Risk Tolerance** to match the purpose and use of operating cash investments and each **Reserve Fund** shall be determined.

Within the constraints of the primary and secondary investment principles and **Risk Tolerance** stated above, a written **Investment Strategy** for operating cash investments and each **Reserve Fund** shall be designed, constructed and implemented to achieve the following.

1. Match the purpose and use of operating cash investments and each **Reserve Fund**.
2. Provide a relatively predictable and growing stream of annual income and **Capital Appreciation** after inflation, taxes, if any, fees and costs while minimizing the impact of market **Volatility**.
3. Investments in any one single security shall not exceed \$500,000 of any **Fund's** assets.
4. Equity investments shall not exceed 50% of any **Fund's** assets.
An **Investment Strategy** may employ but is NOT required to employ an **Asset Allocation** model.
If an **Investment Strategy** employs an **Asset Allocation** model, each **Asset Allocation** portfolio shall be **Rebalanced** as appropriate but at least annually.
Liquidity of all investments shall be trade-date plus three (3) business days ("T+3").

D. Permitted Investments

Investments listed below are permitted.

1. U.S. Treasury Bills, Notes and Bonds.
2. Securities of Federal Agencies that carry the direct or implied guarantee of the U.S. Government including Federal Home Loan Bank, Federal Farm Credit Bank, Federal National Mortgage Association, Student Loan Marketing Association, World Bank and Tennessee Valley Authority.
3. Bank Certificates of Deposits and Banker's Acceptances including Eurodollar and Yankee issues. Investments will be limited to institutions with a Moody's and Standard and Poor's short term ratings of A1/P1 or better and long term ratings of Aa1 or AA.
4. U.S. and foreign corporate bonds and notes denominated in US Dollars rated **Investment Grade** including short, medium and long term notes rated of A or better.
5. Municipal notes and floating rate notes rated SP-1/MIG-2 or better and bonds rated A or better.
6. Commercial Paper denominated in US Dollars with two of the following ratings: Moody's A1 or better, Standard & Poor's P1 or better, Duff & Phelps D1 or better, or Fitch F1 or better.
7. Repurchase Agreements with major banks and dealers recognized as "Primary Dealers" by the Federal Reserve Bank of New York. Collateral for repurchase agreements must be U.S. government securities and have a market value of at least 102% of the value of the repurchase agreement.
8. Short-term preferred stock issued with a rate reset mechanism and a maximum term of 180 days. Investments will be limited to issuers with Moody's and Standard and Poor's ratings of A3/A- or better.
9. US corporate common stock rated **Investment Grade** by two or more of the following: Moody's, Standard and Poor's or Fitch
10. US corporate preferred stock paying dividends rated **Investment Grade** by two or more of the following Moody's, Standard and Poor's or Fitch

11. American Depository Receipts (ADR) of foreign corporation

Investments in mutual funds, Exchange Traded Funds (“EFT”) and index funds are permitted provided 85% or more of their investments are in permitted investments shown above and such funds do not use **Leverage**.

Overnight investment in money market funds at GVR’s bank and broker/dealer, if any, are permitted.

E. Investments listed below are NOT permitted.

1. Derivatives other than foreign exchange contracts and swaps and interest rate swaps
2. Futures contracts and any commodities contracts
3. Collateral Debit Obligations (CDO)
4. **Junk Rated** stocks and bonds
5. Any investment below **Investment Grade**
6. Private notes
7. Illiquid or thinly traded securities
8. Hedge funds
9. Options

F. Review and Monitoring

GVR’s Board is responsible for GVR’s investment policies, activities and performance.

1. The Chief Executive Officer (CEO) shall have oversight of and the Chief Financial Officer (CFO) is responsible for:
 - a) Monitoring the activities of GVR’s financial advisor(s)
 - b) Day-to-day investment activity and decisions.
2. The Investment Committee’s duties and responsibilities are listed below.
 - a) Select, hire and terminate professional outside investment advisor(s) with notice to the CEO
 - b) Revise GVR’s Investment Policy Statement subject to Board approval
 - c) Monitor, measure and report on investment advisor’s or advisors’ performance(s)
 - d) Ensure GVR management implements and complies with GVR’s Investment Policy Statement
 - e) Meet at least once each calendar quarter to perform its assigned duties and report to the Board

INVESTMENT POLICY APPENDIX – Definition of Terms

Investopedia.com is the primary source of definitions. Some definitions have been paraphrased or they are a composite from several sources.

American Depository Receipt (ADR) is a negotiable certificate issued by a U.S. bank representing a specific number of shares (or one share) in a foreign stock that is traded on a U.S. exchange. ADRs are denominated in U.S. Dollars, with the underlying security held by a U.S. financial institution overseas. This is an excellent way to buy an investment in a foreign-based company while realizing any dividend and capital gains in U.S. Dollars. However, ADRs do NOT eliminate currency, economic and country risks attributable the foreign-based company. There are other ADR risks too. Consult your financial advisor(s).

Asset Class means a group of securities that exhibit similar characteristics. The three (3) main asset classes are stocks, fixed income securities (bills, notes, bonds & other debt) and cash and cash equivalents. Some investment professional would include real estate and commodities and, possibly, other types of investments. Whatever the asset lineup, each one is expected to reflect different risk and return characteristics and will perform differently.

Asset Allocation is an **Investment Strategy** aimed to balance risk and reward by apportioning a portfolio's assets according to an investor's goals, **Risk Tolerance** and investment time horizon. There is no simple formula that can find the right asset allocation for every investor. However, the consensus among most financial professionals is asset allocation is one of the most important decisions an investor can make. In other words, an investor's selection of individual securities is secondary to the way investments are allocated among the various securities.

Capital Appreciation is a rise of an asset price based on a rise in market price.

Credit Rating is a grade composed of a letter or letters and numbers given to a particular security by a **Nationally Recognized Statistical Rating Organization** (a credit agency) that ranks investment according to its ability to meet its obligations.

Diversification is a process of allocating capital in a way that reduces exposure to any one particular asset or risk.

Fund or Fund's and Funds or Funds' means operating cash investments and each **Reserve Fund**.

Investment Grade is a **Credit Rating** that indicates the issuer of a debt security has relatively low probably of default. In the case of stocks, investment grade indicates the financial soundness of the issuer. The investment industry has well established credit rating standards for investment grade.

Investment Strategy is an investor's plan of attack to guide its investment decisions based on its goals, **Risk Tolerance** and future needs for invested money. The components of most investment strategies include **Asset Allocation**, buy and sell guidelines and **Risk Tolerance**. Investment strategies can differ greatly from a rapid growth strategy to a **Capital Appreciation**

strategy. The most important part of an investment strategy is that it aligns with the investor's goal and it is followed closely by the investor and his financial advisor.

Junk or Junk Rated means a security rated below **Investment Grade**. The specific letters and numbers vary by credit rating company; however, they are commonly defined in the investment industry.

Leverage is the use of various financial instruments or borrowed capital such as margin to increase a potential return of an investment.

Liquidity means how quickly and easily an investment can be converted into cash.

Nationally Recognized Statistical Rating Organization (NRSRO) is a term used by the U.S. Federal government in several regulatory areas to define a credit rating company like Standard & Poor's, Moody's, Fitch and others.

Rebalancing is the process of realigning the weightings of a portfolio's assets to match its **Asset Allocation** model's weightings. Over time, the price of investments rise and fall unevenly thus changing the weighting of a portfolio's assets. For example: If an **Asset Allocation** model is 40% stocks, 50% fixed income and 10% cash and the current portfolio assets are distributed 45% stocks, 35% fixed income and 20% cash, rebalancing buys and sells investments to align the current portfolio's asset weightings with the **Asset Allocation** model. If a different **Asset Allocation** model is applied to a portfolio, rebalancing adjusts the portfolio's assets to the new **Asset Allocation** model's weightings.

Reserve Fund and Reserve Funds means a reserve fund as defined in GVR's Corporate Policy Manual, Section V- Fiscal/Accounting, Subsection 2 – Reserve Policy – adopted 11/18/2014, subparagraph B – Maintenance Of GVR Financial Reserve System Updated 8/25/15.

Risk Tolerance is an investor's willingness to risk a potential loss for a potential gain. For example: How comfortable is an investor taking a potential 10% loss for a potential gain of 20%? The investor's risk tolerance is tested at various levels of loss v. gain to assess the investor's overall tolerance for risk and reward.

Volatility is the dispersion of a security's price from its mean price over time. A high deviation from a security's mean indicates high volatility. A low deviation indicates low volatility. Commonly, higher the volatility means higher the risk.

**SUBSECTION 4. GVR GVR FOUNDATION ARESOURCE SHARING AGREEMENT
(11/29/2016)**

WHEREAS, GVRI is an Arizona nonprofit corporation exempt from federal income tax under Section 501(c)(4) of the Internal Revenue Code of 1986, as amended (the “Code”); and

WHEREAS, GVRI’s principal corporate purpose, as set forth in its Articles of Incorporation, Article III, Paragraph A, is to “promote the common good and general welfare of its members through the operation and maintenance of recreational and social facilities and the sponsorship of cultural and civic activities for its members and other persons and groups within the community of Green Valley;” and

WHEREAS, GVRI’s principal purpose expressly mandates engaging in activities that benefit GVRI’s members as well as other persons and groups within the community of Green Valley; and

WHEREAS, GVRI’s Articles of Incorporation, Article II, Paragraph B, authorize GVRI’s board of directors to “solicit, collect, receive, administer and disburse funds in such manner, in the sole discretion of the board of directors, as will most effectively further the general purpose as defined in Paragraph A of this Article;” and

WHEREAS, GVRI’s Articles of Incorporation (Article II, Paragraph B) authorize GVRI’s board of directors to “make contracts;” “incur liabilities;” “enter into a partnership, joint venture, trust agreement or any other business arrangement for the purposes provided in [the Articles of Incorporation];” and engage in other actions as the Board may determine to be “necessary, suitable, useful or advisable” in connection with and for the benefit of GVRI’s purposes; and

WHEREAS, the GVR Foundation (the “Foundation”) is an Arizona nonprofit corporation exempt from federal income tax under Code § 501(c)(3), classified as a public charity under Code § 509(a)(2); and

WHEREAS, the Foundation’s 501(c)(3) corporate purposes, as set forth in its Articles of Incorporation, are to (i) engage in “charitable, educational, economic development and community development strategies and activities that benefit the community;” and (ii) pursue “charitable, educational, health and wellness, recreation and safety purposes that benefit the residents and community of greater Green Valley, Arizona;” and

WHEREAS, the Foundation is a non-staffed charitable organization whose purposes and activities are carried out by its volunteer board of directors; and

WHEREAS, GVRI's board of directors appointed certain of its directors to a joint task force with directors appointed by the Foundation's board of directors, to explore opportunities and specific issues to be addressed with respect to collaborations between the two organizations (the "Task Force"); and

WHEREAS, the Task Force has met with legal counsel, and also obtained input from tax and accounting and insurance professionals, regarding particular matters to be addressed in pursuing collaborations between the two organizations; and

WHEREAS, the GVRI directors appointed to the Task Force have recommended that GVRI's board of directors adopt a written Resource Sharing Agreement to formalize the legal relationship between GVRI and the Foundation and the sharing of resources by and between the two organizations;

NOW THEREFORE, BE IT RESOLVED THAT:

- A. The board of directors finds that GVRI will benefit from collaborating with the Foundation and sharing certain resources of GVRI with the Foundation; and
- B. The sharing of resources with the Foundation will serve and advance GVRI's Code § 501(c)(4) corporate purposes, as set forth in GVRI's Articles of Incorporation; and
- C. The sharing of resources with the Foundation will promote the common good and general welfare of GVRI's membership by enhancing GVRI's ability to sponsor cultural and civic activities that benefit GVRI's members and other persons and groups within the community of Green Valley; and
- D. The sharing of resources by and between GVRI and the Foundation will further the community benefits and public purposes of GVRI's 10-Year Strategic Master Facility Plan; and
- E. Based upon the following terms, the GVRI's Chief Executive Officer is authorized and instructed to work with GVRI's staff, professional advisors, and the Foundation's board of directors; to execute all such agreements, documents, and instruments; and to take all such acts, deeds, and things as may be necessary to fully implement the Resource Sharing Agreement and the Parties desire to enter into a contractual relationship regarding the sharing of resources by and between the Parties, and addressing other aspects of the legal relationship of the Parties:
 - 1. Foundation Use of GVRI Employees. Upon request from the Foundation's board of directors, and pursuant to the general authority granted by GVRI's board of directors, GVRI's Chief Executive Officer may, from time to time, allocate GVRI staff resources for the benefit of the Foundation and instruct GVRI employees to perform

services on behalf of the Foundation. The Foundation shall not be required to reimburse GVRI for such services.

2. Status of GVRI Employees. In performing services on behalf of or for the benefit of the Foundation, GVRI's employees shall at all times remain employees of GVRI, and will report to GVRI's Chief Executive Officer, in his or her capacity as the Chief Executive Officer of GVRI (and/or his or her designee(s)), acting under the general authority of GVRI's board of directors.
3. Periodic Reporting. GVRI shall provide periodic reports to the Foundation's board of directors regarding services performed by GVRI staff on behalf of the Foundation.
4. Dedicated Space. GVRI may, upon written request from the Foundation, designate office space or facilities, or both, for the Foundation's direct and exclusive use ("Dedicated Space").
5. Shared Space. In addition to its use of Dedicated Space, the Foundation also may make use of common spaces within the Premises ("Shared Space"), provided that such use of Shared Space does not interfere with the use of Shared Space by GVRI or its members.
6. Rent and Cost Accounting for Dedicated Space and Shared Space. The Foundation's use of Dedicated Space and Shared Space shall be rent-free.
7. Rent or License Fees for Additional Space. GVRI may, but need not, charge rent or a license fee for the Foundation's use of any Additional Space, provided that such rent or fee is at or below fair market value as established on an objective independent basis.
8. Joint Development of New Facilities or Improvements to Existing Facilities. Any joint development of new facilities, and any joint efforts to make improvements to existing facilities, must be set forth in a separate written agreement, approved by the board of directors of each organization, and structured in such manner that protects the tax-exempt status of each organization and addresses the specific rules governing the operations of 501(c)(3) organizations.
9. Utilities, Real Property Insurance, and Similar Items of Facility Overhead. The Foundation shall not be required to reimburse GVRI for its share of GVRI's utilities, real property insurance, and similar items of facility overhead arising from the Foundation's use of the Premises.
10. General Liability, Directors and Officers, and Other Insurance. GVRI shall be responsible for obtaining and paying for all necessary and customary insurance policies, to include general liability, directors and officers, umbrella, and other such policies as GVRI may deem necessary and prudent. The Foundation generally shall not be required to reimburse GVRI for such insurance expenses, except that the Foundation shall be wholly responsible for paying additional insurance premiums as may be required for special Foundation events.
11. Furniture and Equipment. The Foundation shall not be required to reimburse GVRI for use of office furniture and equipment (including chairs, desks, phones, computers, printers, fax machines, copiers and the like) in connection with the Foundation's use of the Premises.

12. Software. The Foundation shall not be required to reimburse GVRI for use of basic office productivity software (including Microsoft Office and Microsoft Outlook) owned by or licensed to GVRI.
13. Supplies and Miscellaneous Goods and Services. The Foundation shall bear its own expenses for creating and distributing specialized marketing materials, mass mailings, and messenger and express delivery services, unless otherwise provided for in a separate supplemental agreement.
14. Travel and Transportation. Each party shall separately bear its own travel and transportation expenses, unless otherwise provided for in a separate supplemental agreement.
15. Telecommunications. The Foundation shall not be required to reimburse GVRI for use of network and telecommunications equipment and facilities licensed or owned by GVRI.
16. Professional Services; Annual Audit; Annual Information Returns. GVRI shall be responsible for engaging and paying for legal, accounting, tax, and other professional services that may be required from time to time. The Foundation shall not be required to reimburse GVRI for such professional services.
17. Grant of License of GVRI & Foundation Marks. GVRI and the Foundation grants to each other the non-exclusive, non-transferable, royalty-free license for the duration of this Agreement to duplicate and use GVRI and Foundation Marks, respectively, in connection with the Foundation's tax-exempt purposes.
18. Mailing Lists. GVRI shall make its full mailing list available to the Foundation for the Foundation's use, subject to the restrictions contained within this Agreement. In consideration for the use of GVRI's mailing list, the Foundation shall provide GVRI unlimited use of all unique names added to GVRI's mailing list in the course of the Foundation's mailing list development.
19. Fundraising. Any joint fundraising efforts shall be conducted pursuant to one or more separate written agreements.
20. Contributions. Contributions to the Foundation shall be used in such a manner that is consistent with (1) the Foundation's 501(c)(3) status; (2) the Foundation's specific charitable, educational, economic development, and community development purposes; (3) the intent of the donor; and (4) the Foundation's gift acceptance policy (if any) and other such policies and procedures as may be applicable.
21. Grants. Any transfer of funds or other assets from the Foundation to or for the benefit of GVRI shall be made in the form of a grant
22. Term and Termination. This Agreement shall continue until terminated by either party with ninety (90) days prior written notice.

SUBSECTION 5. GVR ADVERTISING & SPONSORSHIP POLICY (1/31/2017)

Purpose

To realize maximum benefit from non-dues revenue from advertising and sponsorship sales as a means of defraying expenses associated with maintaining and improving the corporation.

Applicability

This policy is applicable to GVR staff designated to manage GVR's advertising and sponsorship program and/or outside contractors hired by GVR to administer its advertising and sponsorship.

A. Advertising & Sponsorship Sales

1. Commercial Sales - Space is available for paid advertising and sponsorships by for-profit commercial businesses and non-profit organizations at published rates determined by staff. GVR reserves the right to barter or trade out advertising with businesses in exchange for an equal value of goods or services.
2. GVR Clubs - Recognized GVR clubs receive a 20 percent (20%) discount on published commercial rates, provided space is available and unsold.
3. GVR Member-owned Businesses - GVR member-owned businesses receive a 10 percent (10%) discount on published commercial rates, provided space is available and unsold.

B. Member Service Announcements (MSA) & Public Service Announcements (PSA)

The Corporation reserves the right to use any unpaid advertising space to promote GVR programs, services and activities that it organizes or offers in partnership with the GVR Foundation or any other another organization.

C. Limitations and Restrictions

The Advertising and Sponsorship Program shall be managed in a manner that produces as much net revenue as practical, while ensuring that advertising and sponsorship does not:

1. Diminish GVR, its reputation in the community or its members
2. In any way interfere with GVR's operations
3. Promote and/or endorse tobacco or tobacco-related products, including E-Cigarettes
4. Promote and/or endorse anything that is contrary to state or federal law
5. Promote any political ballot issue, cause or candidate
6. Discriminate against age, race, color, ancestry, country of origin, disability, ethnicity, marital status, family status, veteran status, gender, religion, sexual orientation or gender identity (see *GVR Non-Discrimination Policy, adopted 11/18/2015*)

D. Permitted Sales

Commercial Advertising and Sponsorship Program sales may involve products and services often associated with adult and senior communities, including but

not limited to the following:

1. Pharmaceuticals pertaining to personal health problems (e.g., arthritis; high blood pressure; etc.)
2. Pharmaceuticals pertaining to sexual activity (e.g., Viagra; Cialis; Amoril; etc.)
3. Alcoholic beverages

APPENDIX II – BOARD RESOLUTIONS

APRIL 8, 2013

President Sparks moved the Board of Directors establish the Nominating Committee and will be chaired by a Board member and perform the duties set forth in Article V-2A of the Bylaws. The committee is strongly encouraged to experiment with new methods to communicate more effectively with GVR members and to stimulate greater interest in Board and committee service. At its discretion, the committee may eliminate or modify practices from the past that have not been successful. Their responsibilities will cease at the end of November 2013. Seconded and passed unanimously. 4/8/13

Vice-President Nisson moved the Board of Directors establish the Audit Committee with duties as described in the CPM and their responsibilities ending April 2014. Seconded and passed unanimously. 4/8/13

Vice-President Nisson moved the Board of Directors establish the 401(k) Oversight Committee with duties as described in the CPM and their responsibilities ending April 2014. Seconded and passed unanimously. 4/8/13

President Sparks moved the Board of Directors establish the Legal Affairs Committee. The Legal Affairs Committee shall be comprised of the Committee Chair, the President of the GVR Board and one or more additional members, as the Committee Chair may choose at his/her discretion. The committee's tasks are:

1. To identify anticipated and on-going legal issues affecting the governance of GVR. These issues will include questions raised by GVR's committees, as well as legal issues otherwise coming to the attention of the Legal Committee members;
2. To frame governance legal issues so that they may properly be presented to legal counsel;
3. To assign those issues to the Board's legal counsel, as required;
4. To monitor the performance of the Board's legal counsel and to interact with legal counsel on behalf of the Board and GVR committees;
5. To maintain a spreadsheet database describing the nature of governance legal issues, their current status, and their priority;
6. To regularly communicate the status of governance legal issues to the Board;
7. To oversee the establishment and maintenance of an archival system for governance legal materials, which ensures that all important governance legal material is collected in a centralized location and is readily searchable.

The Legal Affairs Committee had been organized as a special committee, under Article VIII-2-A of the Corporation's bylaws. However, the tasks of the committee are perennial and vitally important tasks that must be administered without interruption. Each incoming President will have the right to modify the details of these tasks (subject to the approval of the Board), but will otherwise ensure that the committee will remain in existence and continue to perform the substance of the tasks set forth above. The Legal Affairs Committee may be, but is not required to be, converted to a standing committee by an appropriate amendment to the Corporation's bylaws. Their responsibilities will end April 2014. Seconded and passed unanimously. 4/8/13

Vice-President Nisson moved the Board of Directors establish the Performance Appraisal Committee with duties as described in the CPM and their responsibilities ending April 2014. Seconded and passed unanimously. 4/8/13

President Sparks moved the Board of Directors establish the Elections Committee. The charge to the committee is as follows: The Elections Committee will be Chaired by a Board Member and oversee the election process set forth in Article V-3 of the Bylaws and shall establish and ensure the inclusion in the Corporate Policy Manual of the specific election procedures required in V-3. The committee's activities will be limited to general oversight and the establishment of policies. The mechanics of the election process will be the responsibility of staff. However, the Elections Chair, in conjunction with Corporate Counsel, shall be responsible for ensuring that all ballot issues and legal ephemera on the ballot are correct and in accordance with the law. The Elections Committee is strongly encouraged to investigate new methods by which elections may be made more time and cost effective, e.g. electronic voting.

The Elections Committee Chair shall report proof of a voting quorum and the balloting results at the annual meeting.

In its discretion, the Elections Committee may eliminate or modify practices from the past that are not consistent with the foregoing principles. Their responsibilities will end with the 2014 Annual Meeting. 4/8/13

President Sparks moved the Board of Directors confirm the appointment of Blaine Nisson as Chair of the Board Affairs Committee for 2013-2014, seconded and passed unanimously. 4/8/13

Vice-President Nisson moved the Board of Directors confirm the appointment of Jim Cassidy as Chair of the Audit Committee for 2013-2014, seconded and passed unanimously. 4/8/13

Vice-President Nisson moved the Board of Directors confirm the appointment of Mike Banks as Chair of the Fiscal Affairs Committee 2013-2014, seconded and passed unanimously. 4/8/13

Vice-President Nisson moved the Board of Directors confirm the appointment of Russ Carpenter as Chair of the Legal Affairs Committee for 2013-2014, seconded and passed unanimously. 4/8/13

Vice-President Nisson moved the Board of Directors confirm the appointment of Linda Sparks as Chair of the Performance Appraisal Committee, seconded and passed unanimously. 4/8/13

Vice-President Nisson moved the Board of Directors confirm the appointment of Joyce Bulau as Chair of the Planning & Evaluation Committee for 2013-2014, seconded and passed unanimously. 4/8/13

Vice-President Nisson moved the Board of Directors confirm the appointment of Glenn Lundell as Chair of the 401(k) Oversight Committee for 2013-2014, seconded and passed unanimously. 4/8/13

Vice-President Nisson moved the Board of Directors confirm the appointment of Russ Carpenter as Chair of the Elections Committee 2013-2014, seconded and passed unanimously. 4/8/13

President Sparks moved these charges/resolutions to the committees be entered into a date-ordered Appendix of Resolutions in the CPM per Bylaw Article XII-I, seconded and passed unanimously. 4/8/13

MAY 28, 2013

Vice-President Blaine Nisson moved the Board of Directors grant club status to the Amigas Club as recommended by the Board Affairs Committee”, seconded. The vote passed unanimously. 5/28/13

Doug Fitz moved the Board of Directors decline the La Posada/Casa proposal at this time due to funding considerations and further, have GVR President, Linda Sparks, draft a letter of explanation to Casas.” Joyce Finkelstein asked the motion be amended to include in the letter, *we look forward to discussing further programmatic ideas*. Seconded and passed 9 – 3. 5/28/13

Mike Banks moved the Board of Directors approval to continue the evaluation of the possible lease/purchase of the Dorn property as a learning/meeting center and possible retail/concession site and that staff, using supporting data provided by P&E provide a complete design and cost study for evaluation by Fiscal Affairs and the Board by within 30 days”, seconded. Mike amended his motion for the staff to have their study to Fiscal Affairs and the Board by **July 16**. Rose Theisen questioned using the word “**complete**” when discussing the design of the building, Lanny Sloan requested the word “**suggested**” be in place of “**complete**”. The vote was 11-1. 5/28/13

JULY 31, 2013

President Linda Sparks moved the Board of Directors form an ad hoc Executive Search Committee that will remain until an Executive Director position is successfully filled and a contract signed. The vote was 10 – 1. 7/31/13

Secretary Joyce Bulau moved the Board of Directors pay the search firm approximately \$40-45,000. Rose Theisen amended the motion to state a maximum dollar amount. The motion was amended to approve up to \$25,000 as an installment to the executive search firm in the search for a Chief Executive Officer. The vote to approve was unanimous. 7/31/13

SEPTEMBER 19, 2013

Joyce Finkelstein moved the Board of Directors accept the resignation of Linda Sparks, Joyce Bulau, Mike Banks, Russ Carpenter and Doug Fitz. The motion passed unanimously. 9/19/13

Rose Theisen moved the Board of Directors accept the Successor Director Process. The motion passed unanimously. 9/19/13

Rose Theisen moved the Board of Directors accept the July 9, 2013 staff recommendation regarding the Dorn Building. The motion passed unanimously. 9/19/13

OCTOBER 22, 2013

Treasurer Joe Gunton moved the Board of Directors engage Scott Meyer as the 2013 auditor. The motion passed unanimously. 10/22/13

Treasurer Joe Gunton moved the Board of Directors approve budget scenario 6. The motion was defeated 6-2. 10/22/13

Vice-President Rose Theisen moved the Board of Directors approve the goal of pursuing a governance process to ensure that the GVR Board acts in accordance with the principles of the John Carver governance model. The motion passed. 10/22/13

NOVEMBER 11, 2013

Successor Directors were elected by secret ballot in an open Board of Directors meeting. John Hadley won the empty 2016 seat, Kathleen Vishner won the empty 2015 seat and Jeff Harrell and Tom Kennel both won empty 2014 seats. 11/11/13

Treasurer Joe Gunton moved the Board of Directors approve the budget scenario presented. The motion passed. 11/11/13

NOVEMBER 19, 2013

Vice-President Rose Theisen moved the Board of Directors approve the Strategic Plan. The motion passed 11-0. 11/19/13

DECEMBER 16, 2013

Secretary Joyce Finkelstein moved the Board of Directors grant club status to the Billiards Club. The motion passed unanimously. 12/16/13

Vice-President Rose Theisen moved the Board of Directors have staff conduct a study that shows the impact on centers, the impact on GVR Clubs and a marketing plan for existing homes in Canyon View, Maji Estates and Valle Verde Townhomes. The motion passed unanimously. 12/16/13

Vice-President Rose Theisen moved the Board of Directors approve Article II Section 4(a)2 bylaw amendment be placed on the 2014 ballot. The motion passed unanimously. 12/16/13

Vice-President Rose Theisen moved the Board of Directors place Article IV section 4 bylaw amendment be placed on the 2014 ballot. The motion passed 10-1. 12/16/13

Vice-President Rose Theisen moved the Board of Directors place Article VI section 1(b) on the 2014 ballot. The motion passed 9-2. 12/16/13

Vice-President Rose Theisen moved the Board of Directors place Article IX section 4 on the 2014 ballot. The motion passed unanimously. 12/16/13

Vice-President Rose Theisen moved the Board of Directors propose bylaw amendment #6, to replace the term “Executive Director” with “Chief Executive Officer” in Articles I, VI and VII and in the index. The motion passed unanimously. 12/16/13

Vice-President Rose Theisen moved the Board of Directors approve Article II, Section 7(a) – (b) to be brought to the GVR membership on the 2014 ballot. The motion passed 10-1. 12/16/13

JANUARY 9, 2014

Treasurer Joe Gunton moved the Board of Directors appoint an ad hoc committee consisting of Board members, staff and GVR members and to present to the Board, no later than the March 2014 Board meeting, a plan for boundary expansion for GVR. The motion passed 10-2. 1/9/14

JANUARY 28, 2014

Secretary Joyce Finkelstein moved the Board of Directors accept the changes to the responsibilities of the P&E Committee as presented to the Board. The motion passed 11-1. 1/28/14

FEBRUARY 25, 2014

Secretary Joyce Finkelstein moved the Board of Directors instruct staff to write a letter to GVFD and ask that the Canoa Ranch parcel be annexed into GVFD district, seconded and passed unanimously. 2/25/14

MARCH 24, 2014

Secretary Joyce Finkelstein moved the Board of Directors place the GVR Growth as a subcommittee of Planning & Evaluation and appoint Joe Gunton as chair; passed unanimously. 3/24/14

President Nisson moved the Board of Directors approve the Outdoor Racquet Task Force; seconded and passed unanimously. 3/24/14

Director Joe Gunton moved the Board of Directors moved to approve the new Code of Conduct. The motion passed 5 – 4. 3/24/14

Director Ron Sills moved the Board of Directors approve the 2014-2015 CEO/ED Work Plan; passed unanimously. 3/24/14

Secretary Joyce Finkelstein moved the Board of Directors accept the offer to join the ‘*Visit Canoa Leadership Initiative Series*’ and provide names of two people to serve as GVR representatives to the Canoa Leadership Initiative; passed unanimously. 3/24/14

APRIL 22, 2014

Director Jim Burt moved the Board of Directors approve the Board Affairs Committee’s recommendation to amend the Corporate Policy Manual (CPM) by deleting the language added on September 24, 2013 pertinent to Title 33 and re-insert language that existed prior to the amendments, passed unanimously. 4/22/14

President Tom Kennel moved the Board of Directors change the Growth Committee to an Ad Hoc Committee. Joyce Finkelstein stated the Ad Hoc Committee would need a charge as well as a timeline. CEO Blumenthal suggested the charge and goal remain the same as the subcommittee with an end date of June 30, 2015, and held in Executive Session as the chair feels necessary. The motion passed unanimously. 4/22/14

President Tom Kennel moved the Board of Directors have Joe Gunton continue as the chair of the Growth Ad Hoc Committee, seconded and passed unanimously. 4/22/14

JUNE 3, 2014

Secretary Ron Sills moved the Board of Directors to approve the change in statutory agent, seconded and passed unanimously. 6/3/14

Vice-President Joyce Finkelstein moved the Board of Directors approve the use of a “Consent Agenda” beginning with the next Board meeting, seconded and passed unanimously. 6/3/14

Jim Burt moved the Board of Directors approve the Board Affairs recommendation to decrease the timeline for agenda preparation of Board of Directors meeting agendas, seconded and passed unanimously. 6/3/14

Blaine Nisson moved the Board of Directors approve the Directors' Email Policy written by GVR's attorney, seconded and passed 6-3 with 2 abstentions. 6/3/14

Jim Burt moved the Board of Directors rescind the Code of Conduct approved at the March 24, 2014 Board of Directors meeting, seconded and the motion to rescind was approved 8-4. 6/3/14

JULY 16, 2014

Jim Burt moved the Board of Directors accept the Code of Conduct approved by the Board Affairs Committee at their July 16, 2014 meeting, seconded and passed 7-5. 7/16/2014

AUGUST 26, 2014

Jim Burt moved the Board of Directors amend Animals on GVR property section of the CPM, seconded. Seconded and approved unanimously 8/26/2014

Jim Burt moved the Board of Directors adopt the National Lightning Safety Institute Guidelines for closing swimming pools, seconded. Seconded and approved unanimously. 8/26/2014

Joe Gunton moved the Board of Directors approve the GVR Financial Reserve System, seconded. Seconded and approved 11/1. 8/26/2014

Joe Gunton moved the Board of Directors approve additional monies for payment of the FY2014 27th pay period. Seconded and passed 11/0/1. 8/26/2014

Joyce Finkelstein moved the Board of Directors approve GVR CEO involvement with the GVC Executive Board, seconded. Passed 11/0/1. 8/26/2014

SEPTEMBER 23, 2014

Joe Gunton moved the Board of Directors approve Budget Policy Statement, seconded. Passed 10/1. 9/23/14

Joe Gunton moved the Board of Directors approve the 2015 Annual Operating Budget, seconded. Passed 10/1. 9/23/14

Blaine Nisson moved the Board of Directors extend the deadline of the Outdoor Racquet Sports Task Force (ORSTF) to June 30, 2014, seconded. Passed unanimously. 9/23/14

Jim Burt moved the Board of Directors amend CPM Section VIII – Subsection 2 – item G be amended to revise priority system for reserving GVR rooms, seconded. Passed unanimously. 9/23/14

Blaine Nisson moved the Board of Directors ask the Fiscal Affairs Committee to review the role of Audit Committee, seconded. Passed unanimously. 9/23/14

OCTOBER 28, 2014

Blaine Nisson moved the Board of Directors place amendment of Bylaws Article IV – Section 4 on the 2015 ballot, seconded. Passed unanimously. 10/28/14

Joe Gunton moved the Board of Directors place amendment of Bylaws Article VI – Section 1 – subsection c on the 2015 ballot, seconded. Passed unanimously. 10/28/14

Blaine Nisson moved the Board of Directors place amendment of Bylaws Article VI – Section 1 – subsection f on the 2015 ballot, seconded. Passed unanimously. 10/28/14

Nisson moved the Board of Directors place amendment of Bylaws Article VIII – Sections 1 2 3 & 4 on the 2015 ballot as two separate items, seconded. Passed unanimously. 10/28/14

Blaine Nisson moved the Board of Directors place Article VIII – Section 2 on the 2015 ballot, seconded. Passed unanimously. 10/28/14

Blaine Nisson moved the Board of Directors adopt Audit Committee Responsibilities and CPM be changed accordingly. Passed unanimously. 10/28/14

NOVEMBER 18, 2014

Blaine Nisson moved the Board of Directors officially disband the Outdoor Racquet Sports Task Force after November 19, 2014 meeting; and request a final report covering the work completed through that date, seconded. Passed 11/0/1. 11/18/14

Joyce Finkelstein moved the Board of Directors place amendment of Bylaws Article VI – Section 1 B. on the 2015 ballot, seconded. Passed 11/0/1. 11/18/2014

Blaine Nisson moved the Board of Directors authorize CEO Blumenthal to seek legal counsel with the following questions regarding non-GVR Bylaws amendment initiative. 1. Who pays for legal review? 2. Who pays for signature validation? 3. Is GVR responsible for hosting Member Forum for bylaws re-statement?, seconded. Passed unanimously. 11/18/2014

Blaine Nisson moved the Board of Directors authorize CEO Blumenthal to negotiate with Verizon Wireless for placement of a cell phone tower in the West Center parking lot, seconded. Passed unanimously. 11/18/2014

Blaine Nisson moved the Board of Directors authorize CEO Blumenthal to execute a Quit Claim deed with Casa Paloma II, seconded. Passed unanimously. 11/18/2014

DECEMBER 17, 2014

Joe Gunton moved the Board of Directors use information provided by Director Kidwell to inform Membership of the Board of Director's position regarding non-GVR Board approved bylaws petition (after legal review), seconded. Passed unanimously. 12/17/2014

JANUARY 27, 2015

Jim Burt moved the Board of Directors remove proposed bylaws amendments that would allow for option of future electronic balloting from the 2015 ballot, seconded. Passed unanimously. 1/27/15

FEBRUARY 24, 2015

Blaine Nisson moved the Board of Directors accept 2014 audit report as presented by independent auditor, seconded. Passed unanimously. 2/24/15

Blaine Nisson moved the Board of Directors . Approve Fiscal Affairs Committee (FA) recommendation to allocate additional monies to GVR reserve funds as allocated in the FA exhibit for the February 24, 2015 board meeting that would bring the aggregate reserve balance from \$4 million to \$6 million as follows:

- Allocate additional funding to Capital Replacements Reserve from unrestricted net assets: \$1,188,788.
- Allocate the 2014 net operating surplus (\$811,212) as follows:
 - \$561,212 to the Initiatives & Innovation Reserve Fund
 - \$250,000 to the Operating Reserve Fund

Seconded. Passed unanimously. 2/24/15

Ron Sills moved the Board of Directors Approve GVR Policy Statement on Repurposing Facilities as presented in the Fiscal Affairs and Planning & Evaluation Exhibit for the February 24, 2015 Board meeting, that resolved:

- To not repurpose or expropriate existing facilities and previously dedicated space without prior consultation with and proper notification to affected membership stakeholder groups;
- To consider repurposing facilities and dedicated space when, in the determination of the Board of Directors, there is sufficient documented decline in usage over the course of several years, which may be mirrored by similar decline in club membership. Specifically, when contemplating repurposing facilities or space, the Board of Directors will consider:
 - Clearly demonstrated need for new or expanded GVR facilities and/or designated space;
 - Usage data for GVR facilities and designated space provided by staff (staff-reported data may reference data gathered by affected groups); and,

- No less than three (3) years of prior usage data.
- To consider repurposing facilities and dedicated space for other GVR purposes when, in the determination of the Board of Directors, there are ample facilities available of the type to be removed, reclaimed or repurposed sufficient to ensure that member needs are consistently met. Seconded.

Passed unanimously. 2/24/2015

Joe Gunton moved the Board of Directors Approve construction of four pickleball courts at East Center as defined in Exhibit “Proposed Pickleball Expansion at East Center” as presented in the Fiscal Affairs and Planning & Evaluation Exhibit for the February 24, 2015 Board meeting, with planning, development and construction not to exceed \$150,000.

Amended: monies for new courts at East Center would come from the Initiatives and Innovations reserve fund.

Seconded and approved unanimously as amended 2/24/2015

Joe Gunton moved the Board of Directors Approve GVR Foundation Board request for \$10,000 loan from GVR to the GVR Foundation for start-up funds (e.g., legal, insurance, marketing, administration) as detailed in the Fiscal Affairs Exhibit for the February 24, 2015 Board meeting, entitled “GVR Foundation Request for ‘Start-Up Funds’ Loan from GVR” based on the following terms:

- \$10,000 loan
- Two-year period, beginning March, 2015
- Interest on the loan made at prime rate
- No pre-payment penalty

Amended: Increased loan amount to \$15,000.

Seconded and approved unanimously as amended. 2/24/2015

Ron Sills moved the Board of Directors Approve concept for development of a GVR Pickleball Center as detailed in ‘Recommendation’ of the Planning & Evaluation Committee (P&E) exhibit for the February 24, 2015 board meeting, entitled “GVR Pickleball Center”

Amended: Overview for board consideration will be prepared by staff, no later than July 1, 2015.

Seconded and approved unanimously, as amended. 2/24/2015

Blaine Nisson moved the Board of Directors Accept and approve 2015/2016 GVR Work Plan as presented by CEO Blumenthal in Exhibit for the February 24, 2015 Board meeting.

Seconded and approved unanimously. 2/24/2015

MARCH 17, 2015

Ron Sills moved the Board of Directors Authorize an expenditure of up to \$15,000 from the Capital Replacements Reserve Fund to investigate the failure of Abrego North pool and to determine what is required to repair the pool to its fully operational, pre-failure condition and at what cost; further, refer results of the investigation to the Planning & Evaluation committee for its assessment of the fact-finding investigation and recommendation to the Board of Directors for future action.

Passed 9/0/1. 3/17/2015

John Arnold moved the Board of Directors Approve the *Option & Land Lease Agreement* negotiated with Verizon Wireless by the CEO and have the GVR President (or Vice President in the absence of the President) sign the Agreement in accordance with *Bylaws ARTICLE VII — OFFICERS AND CHIEF EXECUTIVE OFFICER, Section 4: Responsibilities of Officers, A. President.*

Seconded and passed 9/0/1. 3/17/2015

John Arnold moved the Board of Directors adopt the following resolution: Be it Resolved, that the GVR Controller (finance director) is authorized to act on behalf of Green Valley Recreation, Inc., in conducting business with financial institutions on behalf of the Corporation, with oversight provided by the CEO.

Seconded and passed 9/0/1. 3/17/2015

MAY 19, 2015

Joe Gunton moved the Board of Directors Approve a member referendum in summer 2015 regarding incorporation of eight Homeowners Associations into GVR as ‘voluntarily deed-restricted’ HOAs.

- Canyon View (Casa Primavera)
- Valle Verde Town Homes
- Magi Estates
- Madera Reserve
- Madera Shadows
- Madera Foothills Estates
- Pasadera
- Colonia Real

Further:

- Publish and communicate to members in advance of the referendum the following information:
 1. Frequently Asked Questions (FAQs)
 2. Survey results of homeowners in affected HOAs
 3. Projected Financials
 4. Projected Participation
- Form a Tellers Committee with oversight by the 2015/2016 Nominations & Elections Committee for the purpose of tabulating referendum ballots.
- Conduct the referendum on the following schedule:

Legal Review	April 2015
○ GVR Board Approval	May 19, 2015
○ Ballot Preparation	July 2015
○ Ballot Mailing to Members	July/August 2015
○ Ballot Return Deadline	August 2015

- Authorize up to \$7,500 to fund referendum-related expenses from the Initiatives & Innovation Reserve Fund or from the 2015 annual operating budget.

Seconded and passed: 10/1. 5/19/2015

John Hadley moved the Board of Directors Approve the following 2015/2016 Fiscal Affairs Committee priority objectives:

1. Hire an independent firm to perform a reserve study.
2. Review investment policies and hire an investment firm to manage GVR reserve funds.
3. Review GVR fee schedule.
4. Develop a financial contribution policy for capital club requests
5. Develop a policy for funding non-budgeted items with reserve funds
6. Make recommendations for non-dues revenue generation

Seconded and passed: 9/2. 5/19/2015

John Hadley moved the Board of Directors Hire a firm to conduct an independent reserve study, based on the following conditions:

1. Fiscal Affairs Committee members will collaborate with staff to prepare a 'Request for Proposal' (RFP); identify qualified firms to receive the RFP; review proposals submitted in response to the RFP; and select the firm to conduct the independent reserve study.
2. Fiscal Affairs Committee will recommend to the Board of Directors at the appropriate time the firm selected by the FA Committee to conduct the independent reserve study, with a request for funding sufficient to conduct and complete the study.

Seconded and passed 10/1. 5/19/2015

Joe Gunton moved the Board of Directors Authorize the CEO to negotiate a contract with the Architectural and Engineering firm selected by FAWG to conduct the GVR strategic master planning process within the FY 2015 funding cap previously authorized by the Board of Directors.

Seconded and approved unanimously. 5/19/2015

JULY 15, 2015

Tom Kennel moved the Board of Directors Endorse the new GVR corporate identity and brand family. Develop brand guidelines; Begin immediate use and implementation of the new corporate identity with a phased-in approach; Pursue registering trademark of new brand logo.

Seconded and approved unanimously. 7/15/2015

Tom Kennel moved the Board of Directors Endorse 10 year strategic master planning initiative. Select WSM Architects of Tucson, Arizona; Endorse contract terms negotiated between FAWG committee and WSM Architects; Authorize expenditure of funds not to exceed monies previously earmarked by the Board of Directors for the project; authorize Vice-President Ron Sills to sign the contract along with Phil Mickelberg (WSM principal).

Seconded and approved unanimously. 7/15/2015

AUGUST 25, 2015

John Hadley moved the Board of Directors Add the following language to the Corporate Policy Manual: Each year, these draws from the reserve funds shall be replaced first before assigning excess revenue over expenses to any other use. During the course of a fiscal year, for accounting purposes, the CEO will record any expenditures for unanticipated capital projects as a transaction in the appropriate reserve fund.

Seconded and approved unanimously. 8/25/2015

John Hadley moved the Board of Directors Authorize the CEO to offer variable GVR Guest Card programs on a complimentary basis (e.g., no fees assessed) that furthers the interests of the Corporation and are consistent with GVR Bylaws, including a good faith effort to enforce the Bylaws requirement that defines guests as individuals who live more than twenty (20) miles outside GVR's Corporate Boundary Jurisdiction. CEO will notify Board of Directors when new guest card programs are implemented as described in this exhibit.

Seconded and approved unanimously. 8/25/2015

John Hadley moved the Board of Directors Eliminate fees for credit card usage effective September 1, 2015. Permit debit card use effective September 1, 2015.

Seconded and approved unanimously. 8/25/2015

Joe Gunton moved the Board of Directors Endorse CEO Blumenthal's appointment to Pima County Small Business Commission by Supervisor Ray Carroll.

Seconded and approved unanimously. 8/25/2015

SEPTEMBER 29, 2015

John Hadley moved the Board of Directors Accept 2016 Capital and Operating Budget as Presented.

Seconded and approved unanimously. 9/29/2015

OCTOBER 29, 2015

John Hadley moved the Board of Directors Approve Skip Breither, Financial Advisor with Edward Jones as GVR's financial advisor. Authorize President Gunton to enter into Service Agreement with Edward Jones, Authorize Investment Sub-Committee to work with Breither to create all pertinent documents, especially a GVR investment policy statement and assist GVR in achieving its investment goals as stated in CPM reserve policy.

Seconded and approved unanimously. 10/29/2015

Tony Zabicki moved the Board of Directors Temporarily suspend rules, and grant guest passes to residents within twenty miles of GVR's Corporate Jurisdiction for the purpose of introducing GVR to potential new members in voluntarily deed restricted HOAs.

Seconded and approved unanimously. 10/29/2015

NOVEMBER 9, 2015

Ron Sills moved the Board of Directors endorse Planning & Evaluation Committee recommendation to rebuild Abrego North Pool.

1. Adopt Option #2A presented by WSM Architects, whereby a new pool & spa are constructed on the site of the current Abrego North pool, according to the following specifications:

Rectangular-Shape Pool

- o Remove stepped-seating along the north side of pool, yielding additional swim/walk area.
- o Pool depth made constant, not to exceed 4 1/2 feet depth.
- o Reuse existing pumps, filters, electrical fittings to the extent possible.

'L'-Shaped Pool

- o Construct an 'L-shaped pool' (22' width x 22' length x 3'5"-3'9" depth) connected to the rectangular-shaped pool on its Northeast quadrant.
2. Reach agreement with Country Club North HOA in advance of accepting bids for construction for GVR to add additional parking spaces to meet minimum standards for parking as required by Pima County to accommodate the new and expanded Abrego North pool/spa.
 3. Cost for project not to exceed \$464,600

Seconded and approved 8/2. 11/9/2015

NOVEMBER 18, 2015

Jim Nelson moved the Board of Directors thank Green Valley Community Complex Association for their donation of \$5,000 and apply the \$5,000 donation toward GVR Foundation's debt thereby reducing the Foundation's debt to \$10,000.

Seconded and approved unanimously. 11/18/2015

Jim Nelson moved the Board of Directors endorse Verizon Wireless request for first amendment to Option & Land Lease

Seconded and approved unanimously. 11/18/2015

John Hadley moved the Board of Directors Approve Browning Reserve Group (BRG) as GVR's Reserve Study provider. Authorize Reserve Study Sub-Committee to assist in making to BRG's contract. Authorize President Gunton to enter into the contract with BRG on behalf of GVR. Seconded and approved unanimously. 11/18/2015

Tony Zabicki moved the Board of Directors accept offer of GVR's attorney to review GVR governing documents as Phase One of a Two-Phase legal audit.

Seconded and approved unanimously. 11/18/2015

Vicky Mournian moved the Board of Directors approve Re-statement of CPM Section IV. Seconded and approved unanimously. 11/18/2015

Tony Zabicki moved the Board of Directors adopt GVR Non-Discrimination Policy. Seconded and approved unanimously. 11/18/2015

DECEMBER 17, 2015

Tony Zabicki moved the Board of Directors rollback Board-approved FY 2016 Initial Fee rate (\$2,425) to the FY 2015 Initial Fee Rate (\$2,296). Seconded and approved unanimously 12/17/2015

Tony Zabicki moved the Board of Directors rescind GVR Transfer Fee implementation guidelines approved previously by the Board of Directors on September 29, 2015. Seconded and approved unanimously. 12/17/2015

Tony Zabicki moved the Board of Directors amend CPM Definition of Transfer Fee. Seconded and approved unanimously. 12/17/2015

Tony Zabicki moved the Board of Directors provide an alternative Transfer Fee for conveyance of property title for estate planning (e.g., estate trusts) or other similar purposes, as determined by the Board of Directors. Seconded and approved unanimously. 12/17/2015

Tony Zabicki moved the Board of Directors amend CPM Definition of New Member Capital Fee. Seconded and approved unanimously. 12/17/2015

Tony Zabicki moved the Board of Directors re-balance the FY 2016 Budget by amending it in the following manner: reduce the FY 2016 Capital Budget by <\$81,691> from \$967,420 to \$885,729. Seconded and approved unanimously. 12/17/2015

JANUARY 19, 2016

Jim Nelson moved the Board of Directors endorse moving forward with plans to host the 1st Annual INTERNATIONAL COMMUNITY SHOWCASE in March 2017 at GVR West Center in collaboration with the GVR Foundation and the Greater Green Valley Community Foundation as outlined in this Exhibit. Seconded and approved unanimously. 1/19/2016

Richard Kidwell moved the Board of Directors assign to the Board Affairs Committee (BAC) responsibility to develop and propose to the Board of Directors a formal Communications Policy as a 2016\2017 GVR Work Plan goal. Further, include the following elements within the Communications Policy:

1. Recitals (e.g., 'GVR does not respond to anonymous communications'; 'GVR is transparent in its governance and operations reporting'; etc.);
2. Incorporate the Board-approved E-mail Policy into the Communications Policy;

3. Include specificity as to who will respond to communications about or received by GVR and under what conditions a GVR response should be issued; consider all possible types of communications, including but not limited to:
 - a. GVR Now! newsletters & eBlasts
 - b. Newspaper editorials & 'Letters to the Editor'
 - c. GVR member communications addressed to the Board of Directors and/or CEO
 - d. GVR member comments addressed to the Board of Directors at Board meetings
 - e. Communications sent to GVR members from non-Board sanctioned groups.
4. Once Board approved, include Communications Policy in Corporate Policy Manual Seconded and approved unanimously. 1/19/2016

John Hadley moved the Board of Directors allocate the estimate \$1M 2015 Budget Surplus in the following manner:

1. First, replace \$15,000 in the Capital Replacements Fund and \$172,500 in the Initiative & Innovation Reserve Fund, against the draws that were taken in 2015, to follow policy requirements.
2. Second, allocate 100% of the remainder of the \$1M estimated excess revenue over expenses as a result of GVR, Inc. operations for the year ended December 31, 2015 to the Capital Replacements Reserve Fund. This amount is estimated to be approximately \$812,500 following expenditures. Seconded and approved unanimously. 1/19/2016

FEBRUARY 23, 2016

Leslie Shipley moved the Board of Directors adopt and approve the Investment Policy Statement presented (attached), and insert policy in the Corporate Policy Manual. Seconded and approved unanimously. 2/23/2016

Kathy Palese moved the Board of Directors adopt Resolution that GVR Board of Directors supports the passage of AZ HB2592 "Nonprofit Corporations; Electronic Voting" in order to allow GVR to deliver ballots through an electronic voting system. Seconded and approved unanimously. 2/23/2016

Jim Nelson moved the Board of Directors support proposal to place outdoor art at GVR facilities. Seconded and approved unanimously. 2/23/2016

John Hadley moved the Board of Directors direct staff to apply to Pima County and/or US Postal Service to have the street name 'Via Arco Iris' changed to 'GVR West Center Drive'. Seconded and approved unanimously. 2/23/2016

MARCH 22, 2016

Jim Nelson moved the Board of Directors resolve that anyone meeting the following qualifications shall be issued a Life Care User card upon request and payment of the applicable fee: 1. The individual was a former GVR Member in good standing; and 2. The individual resides in a care facility in the greater Green Valley area. Seconded and approved 10 yes / 1 no 3/22/2016

Tony Zabicki moved the Board of Directors approve application to establish a GVR Metal Working Crafts Club, with the provision that the Club Bylaws are made consistent with the Bylaws of the Wood Workers of Green Valley GVR Club.
Seconded and approved: unanimously. 3/22/2016

Tony Zabicki moved the Board of Directors approve application to establish GVR Hunting & Fishing Club, with the provision that the Club Bylaws prohibit the use of firearms at GVR Facilities and/or all Club functions.
Seconded and approved: unanimously. 3/22/2016

MARCH 29, 2016

Tony Zabicki moved the Board of Directors amend the Corporate Policy Manual by adding SECTION II – MEMBERSHIP; SUB-SECTION 3. ANNUAL DUES, ANNUAL DUES INSTALLMENT PAYMENT PLAN, INITIAL FEES, FEES FOR SERVICES; B. ANNUAL DUES 4. Commercial Residential/Care Facility (CRCF) membership properties shall pay annual dues in an amount equal to the then-current annual dues multiplied by the number of units in the facility, regardless of whether or not such units are occupied.
Seconded and approved unanimously. 3/22/2016

Tony Zabicki moved the Board of Directors reconsider incorporating Commercial Residential / Care Facility & GVR Membership Recommendation into CPM, and defer to a future meeting.
Seconded and approved unanimously. 3/29/2016

APRIL 19, 2016

John Arnold moved the Board of Directors Authorize the expenditure of up to \$464,600 to construct a new pool and spa on the site of the current Abrego North pool/spa from the Capital Replacements Reserve Fund. The motion was amended as follows: Authorize expenditure as follows: \$360,600 from the Capital Replacement Reserve Fund and \$104,000 from the Initiatives & Innovations Reserve Fund.
Seconded and both the original motion and amendment approved 9 yes / 1 no (Zabicki).
4/19/2016

Joe Gunton moved the Board of Directors authorize an expenditure of \$36,200 from the Capital Replacements Reserve Fund for the complete removal and replacement of the entire Canoa Ranch Center indoor pool deck and spa decking area with colored concrete.
Seconded and approved unanimously. 4/19/2016

Tony Zabicki moved the Board of Directors amend the Corporate Policy Manual by adding SECTION II – MEMBERSHIP; SUB-SECTION 3. ANNUAL DUES, ANNUAL DUES INSTALLMENT PAYMENT PLAN, INITIAL FEES, FEES FOR SERVICES; B. ANNUAL DUES 4. Commercial Residential/Care Facility (CRCF) membership properties shall pay annual dues in an amount equal to the then-current annual dues multiplied by the number of units in the facility, regardless of whether or not such units are occupied.
Seconded and approved unanimously. 4/19/2016

Tony Zabicki moved the Board of Directors amend the Corporate Policy Manual Membership by adding the following language to Subsection II – Membership; Section 2. General

A. GVR MEMBERSHIP CARDS

1. GVR membership cards shall be issued to each owner of a GVR membership property.
2. A spouse of a GVR member shall be issued a GVR membership card regardless of whether the spouse is on title to the property unless the spouse has disclaimed interest in the property.
3. If a GVR property is held in a trust, each trustee shall be issued a GVR membership card unless the trust specifies otherwise.
4. If a GVR property is owned by a corporation, LLC, or similar entity, a GVR membership card shall be issued to the managing member(s) of the entity.
5. A GVR membership card shall be issued to a person who shares a common household with a GVR member upon proof of residency and payment of an Additional Card Holder fee as established by the Board.
6. Any single-owner GVR membership property that was issued an Annual Guest Card or Additional Card Holder card prior to March 1, 2016 may renew such cards without payment of a fee. The motion was amended to limit managing member cards to “up to two”.

Seconded and both the original motion and amendment approved 8 yes / 2 no 4/19/2016

MAY 24, 2016

Barb Mauser moved the Board of Directors amend the Corporate Policy Manual, Section VI-Board/Board Committees, Subsection 3. Board Meetings, B. Protocol and Conduct for Board Meetings, as follows:

Delete:

- ~~2. GVR members are permitted to address the Board at meetings. Members may address the Board for two (2) minutes. More time may be allotted to a member, at the discretion of the President/Chair.~~

Delete:

- ~~7. Any discussion by members during Board meetings must be pertinent to GVR issues and devoid of personal reference.~~

Add New #7

7. GVR members shall be permitted to address the Presiding Officer of the Board to provide input, subject to the following protocols:
- a. Member comments shall be addressed to the Presiding Officer and shall not address the actions of one or more individual directors.
 - b. No member may speak until recognized by the Presiding Officer. No member may interrupt another member while he/she is speaking.
 - c. Members shall act in a courteous and civil manner.
 - d. A member must identify him/herself by name and provide their GVR Number or GVR property address prior to addressing the Presiding Officer.
 - e. Members are encouraged to provide written comments in addition to verbal remarks.
 - f. Members may speak to action items being considered at each regular or special session of the Board after all Directors had have an opportunity to speak to the issue and for

no more than one (1) minute, unless additional time is allotted by the Presiding Officer.

- g.** Members may speak for no more than two (2) minutes on any GVR-related issue prior to adjournment of each regular or special session of the Board, unless additional time is allotted by the Presiding Officer.
- h.** If the President or Presiding Officer shall determine in his/her sole discretion that a member's conduct violates one or more rules of proper protocol for receiving member comments at Board of Directors meetings, the Presiding Officer may require the member to leave the meeting or move to recess or adjourn the meeting.

Seconded and approved unanimously 5/24/2016

John Arnold moved the Board of Directors approve Shasta Commercial & Olympic Division as the contractor for the Abrego North pool/spa construction project and Project Budget of \$464,512; further, authorize the GVR President (or his designee) to execute a contract with Shasta Commercial & Olympic Division so that the Abrego North pool/spa construction project may proceed as quickly as possible.

Seconded and approved unanimously 5/24/2016

Vicky Mournian moved the Board of Directors authorize \$15,000 allocation from the Operating Reserve upon the advice of legal counsel for the purpose of revising and updating the Corporation's HR policies and procedures and GVR Employee Handbook. These funds will be repaid to the Operating Reserve Fund according to policy.

Seconded and approved unanimously 5/24/2016

Leslie Shipley moved the Board of Directors Approve the RESOLUTION to Implement Electronic voting in 2017 and send a 'Thank You' letter from President Gunton to Rep. Chris Ackerley on behalf of the Board of Directors for his leadership and assistance in enacting HB 2592 into law.

Seconded and approved unanimously 5/24/2016

GVFD Fire Based Urgent Medical Services Endorsement

MOTION: Zabicki / Seconded. Endorse Green Valley Fire Department's Fire Based Urgent Medical Services program and promote it to our members

Seconded and approved unanimously 5/24/2016

JUNE 21, 2016

Tony Zabicki moved the Board of Directors endorse GVRF grant applications to Freeport MacMoRan and Tohono O'Odham nation for development of GVRF Web Property.

Seconded and approved 7 yes / 1 no / 1 abstain 6/21/2016

Jim Nelson moved the Board of Directors accept 2015/16 GVR Work Plan as amended.

Seconded and approved unanimously 6/21/2016

Bob Allen moved the Board of Directors adopt the 2016 Reserve Study, completed by Browning Reserve Group, at a funding level of 90% and a component cost level of \$5,000 or more.
Seconded and approved unanimously 6/21/2016

Tony Zabicki moved the Board of Directors Authorize staff to remove and replace the existing heating system (boiler) at Canoa Hills pool with funds from the Capital Replacement Reserve Fund, not to exceed \$25,000. The Unit will be designed by Aqua Design for professional architectural design. Staff will obtain three bids from contractors and obtain necessary Pima County permits. Staff will also prepare construction contract for selected contractor. This process could take up to eight weeks to complete. We will keep the pool open as long as we can during the installation of this new heating unit. If approved, staff will initiate this process immediately.
Seconded and approved unanimously 6/21/2016

August 23, 2016

Leslie Shipley moved the Board of Directors appoint Lance Heise as Successor Director.
Seconded and approved 8 yes / 2 no 8/23/2016

Barb Mauser moved the Board of Directors approve the formation GVR Glass Artists Club, after insurance review, modeling GVR Glass Artists after the GVR Lapidary Club. Approval for formation of this club does not guarantee GVR will provide designated space or funds.
Seconded and approved unanimously 8/23/2016

Barb Mauser moved the Board of Directors amend the Corporate Policy Manual to allow for Reciprocal Club Guests.
Seconded and approved 11 yes / 1 abstain 8/23/2016

Barb Mauser moved the Board of Directors amend the Corporate Policy Manual to allow for Club Guests.
Seconded and approved 11 yes / 1 abstain 8/23/2016

Barb Mauser moved the Board of Directors authorize a pilot program from September 1, 2016 to May 31, 2017 to allow non-GVR members attend GVR Social and Dance Club dinner and/or dance events
Seconded and approved unanimously 8/23/2016

September 27, 2016

Barb Mauser moved the Board of Directors approve the following as the Vision Statement of Green Valley Recreation, Inc.: Our vision is to be the preeminent destination of choice for active adults and retirees.
Seconded and approved unanimously 9/27/2016

Barb Mauser moved the Board of Directors replace Section X, Miscellaneous; Subsection 1, Communications Policy in the Corporate Policy Manual with the policy statement presented by Board Affairs Committee.
Seconded and approved unanimously 9/27/2016

Vicky Mournian moved the Board of Directors amend Section VI – Board/Board Committees; C. Duties and Responsibilities of Board Committees; 3. Planning and Evaluation Committee AND Appendix I – Board Policies; Subsection 1. Budget Development Policy as stated in Exhibit presented by Fiscal Affairs Committee.

Seconded and approved unanimously 9/27/2016

Vicky Mournian moved the Board of Directors discontinue the sale and renewal of all annual guest cards effective the 2017 year. Implement new guest card options, these options will mirror the current tenant card options. Allow limited guest use per card in lieu of unlimited guests.

Seconded and approved unanimously 9/27/2016

John Arnold moved the Board of Directors accept WSM Report, refer to Planning and Evaluation Committee for evaluation and prioritization.

Seconded and approved unanimously 9/27/2016

October 25, 2016

Tony Zabicki moved the Board of Directors

1. Rescind the Guest Card Policy adopted at the September 27, 2016 GVR Board of Directors meeting and keep in place the policy that had been in effect prior to this date;
2. Continue the Task Force for the purpose of reviewing the Guest Card Policy with the expectation that modifications to improve the policy, be presented to the Board for consideration through appropriate existing GVR committees (i.e. Board Affairs and Fiscal Affairs) prior to development of the FY 2018 budget and to become effective January 1, 2018;
3. Expand the membership of the Task Force to include greater representation from membership; and
4. Additionally, work with staff to develop a comprehensive educational effort directed to membership in order to more fully explain and provide a greater understanding of the policies as well as the issues and implications resulting from the access and usage of GVR facilities and amenities by guests, tenants and other non-GVR dues paying members.

Seconded and approved 9 yes / 1 no / 1 abstain 10/25/2016

Vicky Mournian moved the Board of Directors make the following resolution: The Board of Directors will pursue implementation of 10-Year Strategic Master Plan based on WSM Architects recommendations, member input, affordability, and best practices; and the Board of Directors agrees that the Corporation will live within its financial means when implementing the 10-Year Strategic Master Plan, and there will be no special assessment of members for any purpose associated with the 10-Year Strategic Master Plan.

Seconded and approved unanimously 10/25/2016

Vicky Mournian moved the Board of Directors adopt the proposed FY 2017 Fee Schedule and Budget.

Seconded and approved unanimously 10/25/2016

Vicky Mournian moved the Board of Directors amend the Corporate Policy Manual Appendix I – Board Policies; Subsection 1. Budget Development Policy as follows:

- A. Policy
 - 2. Schedule for annual budget preparation and approval process (structured for a calendar year):
 - h) August/September
 - iii. Fiscal Affairs (FA) Committee considers staff proposal for fiscal year operating budget, and schedule of dues and fees. After review, Fiscal Affairs Committee will forward to the Board with the recommendation that the budget be accepted as presented.
 - iv. FA Committee considers P&E Committee recommendations for new capital improvement projects from the 10-year strategic master plan.
 - v. Staff determines and notifies the P&E Committee of budget available for capital club requests for the following calendar year.

Seconded and approved unanimously 10/25/2016

Vicky Mournian moved the Board of Directors replace the Corporate Policy Manual Section V – Fiscal/Accounting, Subsection 2 – Reserve Policy as listed in Exhibit – Reserve Policy Restatement

Seconded and approved unanimously 10/25/2016

Barb Mauser moved the Board of Directors Board of Directors place the proposed Amended and Restated Articles of Incorporation on the 2017 ballot, and that the Board recommend their adoption by our Members.

Seconded and approved unanimously 10/25/2016

Barb Mauser moved the Board of Directors establish procedures for electing a Successor Director when there is no unsuccessful candidate from the most recent election who is willing and able to serve by amending the CPM, Section VI – BOARD/BOARD COMMITTEES; SUBSECTION 1. POWERS, DUTIES AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS, H. Vacancies

Seconded and approved unanimously 10/25/2016

Barb Mauser moved the Board of Directors amend the Corporate Policy Manual Section X, Subsection 1, B. 6. f. and moving it to Section X, Subsection 1, B. 5. c. GVR Board of Directors Email Policy

Seconded and approved unanimously 10/25/2016

November 29, 2016

Bob Allen moved the Board of Directors Adopt procedures for Nominations & Elections Committee and place into Corporate Policy Manual.

Seconded and approved unanimously 11/29/2016

John Arnold moved the Board of Directors Authorize CEO to identify suitable property in Green Valley to accommodate relocation of the GVR Facilities & Maintenance Department, and

negotiate purchase of the identified site, with terms of a negotiated purchase agreement subject to Board of Directors approval.

Seconded and approved unanimously 11/29/2016

Jim Nelson moved the Board of Directors Approve terms of the GVR – GVR Foundation Resource Sharing Agreement (RSA) and further:

1. Authorize GVR President and Corporate Secretary to sign the Resolution and RSA and
2. Following mutual ratification of the RSA by the GVR Foundation Board of Directors, add the Agreement to the Corporate Policy Manual (CPM) in an appropriate location as determined by the Board Affairs Committee.

Seconded and approved unanimously 11/29/2016

Don Lathrop moved the Board of Directors. Continue Investment Committee as an ad hoc committee through 2017 governance year and propose it become a standing committee, included with the expected restatement of GVR Bylaws, on the 2018 GVR ballot

Seconded and approved unanimously 11/29/2016

January 31, 2017

John Arnold moved the Board of Directors Approve cash purchase of the property located at 333 W Paseo Del Prado, Green Valley (Parcel ID# 304-25-139E) at the negotiated sales price of \$460,000, subject to receipt of a satisfactory inspection report as determined by the GVR President and approval of Pima County Department of Development Services; further, funds used for purchase of the property shall come from the Initiatives Reserve Fund.

Seconded and approved unanimously 1/31/2017

Barb Mauser moved the Board of Directors Approve the Advertising and Sponsorship Policy, as presented. Further, incorporate the Policy into an appropriate location within the Corporate Policy Manual.

Seconded and approved 9 yes / 1 no 1/31/2017

Barb Mauser moved the Board of Directors Approve formation of New GVR LGBT & Friends Club

Seconded and approved unanimously 1/31/2017

Don Lathrop moved the Board of Directors Amend club request policy as follows: Planning and Evaluation Committee (P&E) shall consider all club requests for projects valued at \$2,500 or more for 2017 and allocate funds up to \$100,000 included within the FY 2017 budget for P&E-approved projects; further, the threshold for club project requests reviewed and approved by the P&E Committee shall be valued at \$2,500 or more for all years beginning 2018. Language within the CPM shall be amended accordingly upon approval of this proposal.

Seconded and approved unanimously 1/31/2017

Richard Kidwell moved the Board of Directors Accept the GVR Foundation Board of Directors' offer of appointing two (2) GVR representatives to the GVR Foundation Board of Directors, consistent with the re-stated GVR Foundation Bylaws.

Seconded and approved unanimously 1/31/2017

February 28, 2017

Jim Nelson moved the Board of Directors Authorize the CEO to pursue GVR agency or employee licensure and negotiate terms of agreement between GVR and Lovitt & Touché, Inc. to establish a full-service personal lines insurance program for GVR members at competitive rates, with negotiated terms of agreement subject to Board review and final approval.

Seconded and approved unanimously February 28, 2017

Joe Gunton moved the Board of Directors Endorse the CardioSpark research project of The Arizona Center for Accelerated Biomedical Innovation (ACABI) at the University of Arizona in support of establishing ‘heart-safe’ communities in Green Valley; further, assist ACABI in conducting the study, including recruiting Home Owner Associations (HOAs) and their respective HOA residents as volunteer research study participants.

Seconded and approved unanimously February 28, 2017

March 14, 2017

Tony Zabicki moved the Board of Directors accept 2016 audit report as presented.

Seconded and passed 9 yes / 1 abstain (Lathrop) March 14, 2017

Vicky Mournian moved the Board of Directors approve Fiscal Affairs recommendation to allocate the remaining net 2016 surplus of \$34,764 to the Initiatives Reserve Fund

Seconded and passed unanimously March 14, 2017

Barbara Mauser moved the Board of Directors endorse the joint resolution “Partnership for an Envisioned Future of Green Valley, Arizona”

Seconded and passed unanimously March 14, 2017

Joe Gunton moved the Board of Directors Authorize CEO and appointed member of the Board of Directors to negotiate Memorandum of Understanding (MOU) with ACCESS|O Group to establish an initial framework that will allow VR to participate as a strategic operating partner in The Village at Kino Landing developments as described in the Exhibit, with negotiated MOU terms subject to Board approval and presentation to GVR Membership for comments.

Seconded and passed 9 yes / 1 abstain (Heise) March 14, 2017

John Arnold moved the Board of Directors Authorize CEO, in consultation with the P&E Committee, to a search and evaluation for property that will be used for the Pickleball Complex and other uses described in the WSM Strategic Plan that will service GVR members; further, include this activity in the 2017-2018 Work Plan.

Seconded and passed unanimously March 14, 2017

May 24, 2017

Richard Kidwell moved the Board of Directors appoint GVR members in good standing to

serve on the GVR Foundation Board of Directors from among one or more candidates nominated by the GVR Foundation Nominating Committee, with input from the GVR President.

Seconded and passed 11 yes / 1 abstain (Crothers) May 24, 2017

Denise Nichols moved the Board of Directors provide a “Letter of Support” to the GVR Foundation (GVRF) over the GVR President’s signature for all GVRF grant applications to advance the RetireArizona.org website project; further, reference within the letter that GVR will provide in-kind support for the RetireArizona.org website project, consistent with terms of the GVR-GVR Foundation Resource Sharing Agreement.

Seconded and passed: 11 yes / 1 no (Crothers) May 24, 2017

Jim Nelson moved the Board of Directors approve establishment of Blue Ribbon Committee (BRC) for Assessment of Member Needs, Interests and Values that includes the following elements, as presented: Duties and Responsibilities; BRC Structure; Timeframe; Staffing (includes authorization from Initiatives Reserve Fund not-to-exceed \$20,000).

Seconded and passed 10 yes / 2 no (Crothers, Sadowski) May 24, 2017

June 27, 2017

Richard Kidwell moved the Board of Directors approve establishment of GVR Amigo’s Men’s Club.

Seconded and passed unanimously June 27, 2017

Kathy Palese moved the Board of Directors approve establishing a weekly Farmer’s Market at West Center.

Seconded and passed unanimously June 27, 2017

August 29, 2017

Kathy Palese moved the Board of Directors allow Life Care Users to continue to be involved with GVR clubs and committees, and to purchase guest cards by updating the Corporate Policy Manual as follows:

Section 2 – MEMBERSHIP

Subsection 2. GENERAL

B. Guest Policy

1. Guest privileges are intended for temporary visitors of a Regular Member, Assigned Member, Tenant or Life Care User of GVR and who live outside a twenty (20) mile radius of established GVR boundaries. In general, guest cards are provided for visitors who are staying in a GVR household with the member or who are staying in a local commercial hotel as a guest of the member.

C. Life Care Privilege

6. Along with the following limitations, Life Care Users are subject to the same rules and regulations as all GVR Members.

7. Life Care Users are subject to the following:

- a) May not serve on the Board of Directors
- b) May not vote for any governance issues.
- c) Life Care Users may purchase guest cards following the same guidelines established for guests of any GVR Member.

Seconded and passed unanimously August 29, 2017

Lance Heise moved the Board of Directors update the GVR Guest Card Policy as follows:
REPLACE CURRENT CPM TEXT in Section II – Membership, Subsection 2. General, B. Guest Policy

...WITH THE FOLLOWING TEXT

Section II – Membership

Subsection 2. General, B. Guest Policy

1. Guest privileges are intended for temporary visitors of a Regular Member, Assigned Member or Tenant, or Life Care User of GVR and who live outside a twenty (20) mile radius of established GVR Boundaries. In general, guest cards are provided for visitors who are staying in a GVR household with the member or who are staying in a local commercial hotel as a guest of the member.
2. Anyone residing a non-GVR property within the jurisdiction of the corporation is not an eligible guest.
3. GVR Members may purchase an Annual Guest Card for a fee determined by the Board of Directors. GVR members may also purchase a second daily guest cards for an additional fee. Limit 2 one (1) Annual Guest Cards per household. The Annual Guest Card allows for an unlimited number of guests and guest visits. Daily Guest passes allow for unlimited number of guests on specific days only.
4. GVR Members who own more than one GVR property may purchase an Annual Guest Card(s) only for the property in which they reside.
5. No more than two one (1) Annual Guest Card may be purchased by an individual (s) owning GVR properties regardless of the number of properties owned.
6. Annual Guest Cards may not be purchased for properties which are tenant occupied. Tenants may purchase Daily Guest passes for a fee determined by the Board of Directors.
7. Annual Guest Cards are valid through the end of the calendar year (December 31). Annual Guest Card fees are not prorated.
8. Adult guests 18 years of age and older are required to have a valid guest card when visiting GVR facilities. Multiple guests visiting the same facility may use one their Annual Guest Card.
9. Guests under the age of 18 do not require guest cards and must be accompanied by a GVR-issued card-carrying adult.
10. Replacement of a lost or damaged Annual Guest Card s must be obtained at a GVR Member Services office. The fee for replacement cards is determined by the Board of Directors. Lost cards will be deactivated to prevent future use of the card. Damaged cards must be returned to a GVR Member Services office before a replacement card will be issued.

11. To accommodate members who have few guests within a year, a one day pass, per guest may be purchased for a fee determined by the Board of Directors. Day passes are limited to 14 days per guest per visit.
 12. Tenants are not eligible to purchase Annual Guest Cards. Tenants with guests may purchase a day pass for each guest over the age of 18.
 13. Guest cards are required for all general facility use and club activities. However, guest cards are not required for ticketed GVR events where guests pay a higher ticket price than the member price.
 14. At management's discretion, guest usage of GVR facilities may be limited to non-primetime hours. Signage will be added to all facility gates reminding individuals that each person must swipe (or 'tap' for proximity cards) a GVR-issued ID Card. In addition, members and guests who abuse GVR ID card privileges may be subject to sanctions and penalties up to and including fines and/or loss of privileges, as determined by the Board of Directors. Rules governing board-authorized sanctions and penalties will be publicized to the general membership.
 15. GVR stopped issuing Annual Guest Cards on a complimentary basis to new Single Member Households on March 1, 2016. Annual Guest cards offered on a complimentary basis to Single Member Households prior to March 1, 2016 (whereby the GVR member property remains a single member household) will continue to be issued, provided that the affected GVR Member formally requests a Single Member Annual Guest Card each year. The formal request may be made any time during a calendar year and for each subsequent calendar year. Failure to request a card during a calendar year will result in forfeiture of the Single Member Annual Guest Card privilege for the GVR member. Cards are specific to a GVR member property and are not transferable to a new owner of the property.
 16. Life Care Privilege - Life Care Users may purchase Annual Guest Cards and Daily Guest Passes following the same guidelines established for guests of any GVR Member.
- Seconded and passed: 9 yes / 1 abstain (Crothers) August 29, 2017

Kathy Palese moved the Board of Directors authorize the implementation of a policy that will allow Social Clubs, Dance Clubs and other clubs, recommended by the Board Affairs Committee and approved by the Board of Directors, to have non-GVR members attend their events.

Non-GVR members attending will pay a \$4.00 guest fee per person per event; and must sign a waiver. The club will remit the \$4.00 fee and a record of attendance to GVR club liaison for deposit in GVR account.

The Board Approved Clubs will have the opportunity to apply for a waiver of fees annually. Each year, the Board Affairs committee will review applications to determine if the fees are a hardship to the club requesting the waiver. Board Affairs Committee will review the application and make a recommendation to the Board of Directors. The club will be notified of the Board's decision.

The policy Name will be "Non-GVR Club Participant Policy"
Seconded and passed unanimously August 29, 2017

Don Lathrop moved the Board of Directors authorize the CEO to hire a consultant to determine development costs associated with prospective land parcels identified for the GVR

Pickleball and Park Center. Cost not to exceed \$10,000. Funding source to be determined by the Fiscal Affairs Committee.

Seconded and passed unanimously August 29, 2107

Don Lathrop moved the Board of Directors develop an educational training PowerPoint and/or video presentation about Reserve Studies, not to exceed \$2,500, and completed by January 1, 2018, with funding sources determined by Fiscal Affairs Committee. Accomplishing the following objectives:

1. Provides an overview of why Reserve Studies are important;
2. Explains how Reserve Studies work and why they are important to GVR Facilities Maintenance;
3. Describe GVR's Reserve Study and its relationship to GVR's three reserve funds (e.g., Maintenance Repair & Replacement Reserve, Initiatives Reserve and Emergency Reserve);
4. Include how GVR has implemented Reserve Study to include how they are funded, and how it appears in GVR financial reports. Further, refer this to the P&E Budget Liaison Subcommittee for an action plan to be completed no later than September 21, 2017.

Seconded and passed unanimously August 29, 2017

Don Lathrop moved the Board of Directors authorize the P&E Committee to provide to the Board of Directors a three (3) year Capital Project Plan that is based on recommendations and information offered by the 2016 WSM 10-year strategic plan with analysis, engineering and design of projects within the 3-Year Capital Project Plan. Funding source(s) to be determined by the Fiscal Affairs Committee.

Seconded and passed unanimously August 29, 2017

Jim Nelson moved the Board of Directors experiment for two or three months with comment cards at Board of Directors meetings.

Seconded and passed unanimously August 29, 2017

September 26, 2017

Kathy Palese moved the Board of Directors reduce the GVR Square and Round Dance Club guest fee to \$2 per visitor through 2018.

Seconded and passed unanimously September 26, 2017

Kathy Palese moved the Board of Directors authorize the CEO to negotiate purchase of the identified site for a Pickleball Center, with terms of negotiated purchase agreement subject to Board approval.

Seconded and passed unanimously. September 26, 2017

Bob Allen moved the Board of Directors adopt and approve 2018 Operating and Capital Budget as unanimously approved by Fiscal Affairs Committee.

Seconded and Passed: 9 yes / 2 no (Crothers, Sadowski) September 26, 2017

October 27, 2017

Don Lathrop moved the Board of Directors approve the three-year plan as presented as a conceptual framework subject to GVR Board of Directors approval, Fiscal Affairs Committee determination of funding and presentation of cost-benefit analysis for each project prior to approval. Engineering and design should proceed to enable accurate analysis prior to Board approval for each project.

Seconded and passed unanimously October 24, 2017

Kathy Palese moved the Board of Directors approve purchase of property owned by Unitarian Church, which is 10 acres, for a purchase price of \$87,500 subject to removal of the following contingencies:

1. Board Approval
2. Lighting
3. Development Costs
4. Zoning

Further, the Fiscal Affairs Committee advise the source of funding the purchase amount.

Seconded and passed unanimously October 24, 2017

Jim Nelson moved the Board of Directors approve the terms of Agreement between GVR and the National Research Center (NRC) to undertake a Member Survey of Current and Future Needs, Wants, Interests, Values and Expectations of the Members of Green Valley Recreation, Inc., as presented in the Exhibit 'GVR/National Research Center (NRC) Agreement Summary,' subject to review by GVR legal counsel; further, authorize \$48,650 to complete the survey, whereas the Fiscal Affairs Committee shall recommend the funding source.

Seconded and passed unanimously. October 24, 2017

December 5, 2017

Donna Coon moved the Board of Directors approve formation of the new GVR Music Club.

Seconded and passed unanimously. December 5, 2017

Donna Coon moved the Board of Directors approve the Board Affairs Committee recommendation that the GVR Board of Directors place the proposed Amended and Restated Bylaws of Green Valley Recreation, Inc. on the 2018 ballot and that the Board recommends their adoption by our members.

Seconded and passed unanimously. October 24, 2017

Donna Coon moved the Board of Directors include on the 2018 ballot a proposed amendment to GVR Bylaws Article 7.5 Open Meetings that will allow for closed Executive Session meetings for member code of conduct violations and disciplinary action against members.

Seconded and passed unanimous. December 5, 2017

Bob Allen moved the Board of Directors accept the report for the slate of nine candidates for the 2018 ballot: Nina Campfield, Suzan Curtin, Carol Lambert, David Messick, Charles Sieck, Richard Sievers, Tim Stewart, Eric Sullwold, and Stewart Tagg.

Seconded and passed: 6 Yes / 2 No (Crothers, Sadowski) / 2 Abstain (Messick, Stewart)
December 5, 2017

MOTION: Coon moved the Board of Directors approve the following Center naming conventions for use in directional signage, building signage (interior and exterior), in printed material and on websites: WEST CENTER, EAST CENTER, LAS CAMPANAS CENTER, DESERT HILLS CENTER, CANOA HILLS CENTER, CANOA RANCH CENTER, SANTA RITA SPRINGS CENTER, ABREGO NORTH CENTER, ABREGO SOUTH CENTER, CONTINENTAL VISTAS CENTER, MADERA VISTA CENTER, CASA PALOMA I CENTER, CASA PALOMA II CENTER. GVR logo should be placed in front of the name on buildings and in front or above the Center name on directional signage.

Seconded and passed unanimously. December 5, 2017

Donna Coon moved the Board of Directors approve the mission of the Renewable Energy Subcommittee of the P&E Committee:

1. Evaluate Capital Projects for reasonable renewable/sustainable energy, energy efficiency, and resource-use reduction opportunities; and
2. Explore, evaluate and recommend stand-alone renewable energy opportunities for consideration by the P&E Committee for possible inclusion in Capital Plans.

Seconded and passed unanimously. December 5, 2017

January 30, 2018

Don Lathrop moved the Board of Directors authorize execution of P&E Club approved projects for 2018 in the amount of \$79,700

Seconded and passed unanimously January 30, 2018

Don Lathrop moved the Board of Directors authorize staff to execute capital expenditures not in the reserve study of \$411,997.

Seconded and passed unanimously January 30, 2018

Bob Allen moved the Board of Directors approve reserves funding of the 2018 Capital Projects as presented in the September 2017 reserve study update.

Seconded and passed: 10 yes / 2 no (Crothers, Sadowski) January 30, 2018

Don Lathrop moved the Board of Directors approve Engineering and design should proceed as authorized by the Board of Directors and should include cost required to complete actions necessary to complete GVR due diligence and finalize purchase of the property located at 670 W Esperanza Blvd., not to exceed \$165,000; further, that the Board of Directors make a determination whether or not the property meets expectations and is viable for purchase by the Corporation prior to the end of the contractual 45-day due diligence period.

Seconded and passed unanimously January 30, 2018

February 27, 2018

Seconded. Complete governing documents legal audit with a goal of updating the Corporate Policy Manual accordingly. Further, continue governing documents legal audit subcommittee as presently constituted through the completion of said task.

AMEND MOTION: Myers / Seconded. *Delete*: Further, continue governing documents legal audit subcommittee as presently constituted through the completion of said task.

Amendment Passed: 7 yes / 5 no (Allen, Heise, Nelson, Nichols, Palese)

SECOND AMENDMENT: Nelson / Seconded. Further, continue governing documents legal audit subcommittee and augment as presently constituted.

Amendment Failed: 5 yes (Coon, Messick, Nelson, Nichols, Palese) / 7 no

Amended Motion Passed: unanimous

Amended Motion: Complete governing documents legal audit with a goal of updating the Corporate Policy Manual accordingly.

MOTION: Lathrop / Seconded. Recess and convene in Executive Session for a legal matter.

Passed: unanimous

MOTION: Nelson / Seconded. Reconvene meeting in regular session.

Passed: unanimous

MOTION: Myers / Seconded. Convene as committee of the whole.

Passed: unanimous

Nelson relinquished the chair to Kathy Palese. Palese announced the Board voted in Executive Session to purchase property on Camino de la Canoa for construction of a 24 court Pickleball and park complex and opened the meeting up to member comments.

Member comments on the subject: 22

MOTION: Stewart / Seconded. Adjourn committee of the whole and reconvene in regular session.

Passed: unanimous

MOTION: Palese / Seconded. Agree to purchase property referred to as the Canoa property, for the purpose of constructing not less than 24 court GVR Pickleball and park complex, with a 30 day period to conduct due diligence for an amount not to exceed \$125,000 that includes funds to conduct the due diligence, to be funded by initiative fund. Further, the Board of Directors acknowledges that exterior lighting will never be a possibility.

Seconded and passed unanimously February 27, 2018

Jim Nelson moved the Board of Directors provide court lighting in FY 2018 at GVR East Center Pickleball Courts #1, #2, #3; further:

1. Funding for the East Center court lighting and associated engineering and design work shall not exceed \$90,000; and
2. Monies to pay for the East Center lighting of courts #1-#2-#3 shall be from reallocated monies within the Board-approved, FY 2018 budget for non-reserve capital projects.

Seconded and passed unanimously February 27, 2018

Bob Allen moved the Board of Directors fund the Initiatives Reserve Fund each quarter beginning with Fiscal Year 2018 according to the following formula:

1. For each home sold with a New Member Capital Fee, twenty (20) percent of the fee, rounded up to the next \$5 and
2. For each home sold with an Initial Fee, twenty-five (25) percent of this fee rounded up to the next \$5 will be transferred to the Initiatives Fund.

At the end of each fiscal year, the Board of Directors shall determine the amount, if any, to contribute over and above the aforementioned funding from excess Revenue-Over-Expenses plus Depreciation Expense less Reserve Contributions to the Maintenance, Repair and Replacement Reserve Fund, and amend the CPM as describe in Exhibit.

Seconded and passed unanimously February 27, 2018

Kathy Palese moved the Board of Directors accept Philanthropic Naming Opportunities Policy/Guidelines for naming in recognition of financial gifts, the donor will be expected to provide all or a substantial part of the cost of the entity. "Substantial" is deemed to mean either a significant majority of the cost (25%) or a contribution which, while not being a significant majority, would not have been available from another source or was in some way integral to project completion. A guide for naming may be based on cost of area per square foot with appropriate adjustments based on visibility of space to be named and other considerations. Naming of programs, funds and services for individual donor gifts may be made when a substantial gift is received for such purpose.

Donors may be individuals, families, organizations, foundations or corporations.

In establishing objectives for a fundraising campaign, GVR Foundation, in consultation with the Green Valley Recreation, Inc. (GVR) Board, will establish a schedule of naming opportunities and the level of donation required for each. The Foundation will consult with the GVR Board to advise whether the gift levels are appropriate and consistent with other similar campaigns.

General Provisions

1. No naming will be approved or (once approved) sustained that will call into serious question the public respect of Green Valley Recreation.
2. Names of facilities or areas should lend prestige to GVR. The credentials, character and reputation of each individual, organization or corporation for whom the naming rights are being considered shall be carefully scrutinized and evaluated. Nominations submitted for consideration must be accompanied by supporting documentation.
3. When a building or significant area is named, GVR will continue to use the name so long as the building or area remains in use and serves its original function. When the use has changed such that it must be demolished, substantially renovated or rebuilt, GVR may retain the use of the name, name another comparable room or facility or discontinue the use of the name.
4. It is the responsibility of the Foundation negotiating on behalf of GVR to advise potential benefactors that their gift may be recognized by naming, subject to approvals and decisions consistent with this policy.
5. It is also recognized that the Foundation, in developing and executing a campaign, may rely on plaques, a donor wall (monument), pavers, benches, etc. to encourage and recognize a variety of donors.

Approvals

1. All proposals for naming will be forwarded to the GVR Board, who shall make a determination whether the proposed naming conforms to this policy, is otherwise appropriate, and is of sufficient merit.

2. The GVR Board will consider for approval the naming of buildings, substantial areas or significant landscape features. The Board will also approve the schedule of naming opportunities and the level of donation required for each upon the launching of a capital campaign on campus. Similarly, the GVR Board will consider for approval the naming of programs, funds and services in recognition of substantial financial support.

Seconded and passed unanimously February 27, 2018

Kathy Palese moved the Board of Directors complete governing documents legal audit with a goal of updating the Corporate Policy Manual accordingly.

Seconded and passed unanimously February 27, 2018

Kathy Palese moved the Board of Directors agree to purchase property referred to as the Canoa property, for the purpose of constructing not less than 24 court GVR Pickleball and park complex, with a 30 day period to conduct due diligence for an amount not to exceed \$125,000 that includes funds to conduct the due diligence, to be funded by initiative fund. Further, the Board of Directors acknowledges that exterior lighting will never be a possibility.

Seconded and passed unanimously February 27, 2018

March 22, 2018

Don Lathrop moved The Board of Directors approve project planning and funding to allow for the GVR Metal Working Crafts to have safe temporary spaces outfitted and available for specific activities related to the club. That this space be dedicated and specifically located within the AO campus as identified by staff.

3,510 ft² of the current AO Facilities Fleet Yard be repurposed, in part, as the temporary home for the GVR Metal Working Crafts Club. The scope of the project includes the pouring of a 24'x50' concrete pad for placement of two (2) customized Conex shipping containers. These containers will be customized to the Club's specifications. The site will include at least 8 parking spaces. Staff anticipates that project planning and implementation will commence soon after P&E and Board approval is granted.

The costs of this project, primarily for permitting, concrete, electrical, fencing and 2-customized Conex containers be set at "not to exceed \$25,000" with the previously designated 2018 club award of \$10,000 applied to the total project expense; the funding source for the balance amount required to complete the project (approximately \$15,000) will be determined by the Fiscal Affairs Committee.

Seconded and passed unanimously March 22, 2018

Don Lathrop moved The Board of Directors approve project planning and authorize funding to allow for the GVR Glass Artists Club to have safe temporary spaces outfitted and available for kilns and storage. That these spaces be dedicated and located within the West Center campus.

Repurpose the 360 ft² elongated, brick storage building at the north shuffleboard storage area at West Center that currently houses GVR electrical/lighting and custodial storage material, to accommodate kilns and storage for the GVR Glass Artists Club. Staff anticipates that the club may be able to occupy the space by late summer or early autumn 2018.

The costs of this project, primarily for architectural, tenant improvement construction and permitting be set at “not to exceed \$18,000” with the funding source for the project determined by the Fiscal Affairs Committee.

Seconded and passed unanimously March 22, 2018

Don Lathrop moved The Board of Directors explore the feasibility of converting Pickleball court #1 to two north/south oriented lighted courts:

1. Retain WSM Architects to create a feasibility study and design for a quad of lighted courts in the area that is currently courts #1, #2 and #3 sensitive to county parking and lighting constraints; and

2. In the meantime, and in lieu of a feasibility study, move forward with the lighting project of courts #2 and #3 with funding coming from FY2018 non-reserve capital projects.

Seconded and passed unanimously March 22, 2018

Jim Nelson moved the Board of Directors establish a Membership Survey Ad Hoc Committee to take effect during 2018/2019 governance year. Charge the Ad Hoc committee with responsibility for advising the Board about follow-up to the 2018 Survey Assessment of members. In addition, charge the Membership Survey Ad Hoc Committee with the following tasks:

1. Establish subcommittees of GVR members to address various issues;
2. Provide subcommittees with specific assignments;
3. Provide a progress report at regularly scheduled Board meetings.

Seconded and passed unanimously March 22, 2018

Don Lathrop moved the Board of Directors appoint James Counter as GVR’s 2018 appointee director on GVR Foundation Board of Directors.

Seconded and passed unanimously March 22, 2018

Donna Coon moved the Board of Directors and GVR Foundation jointly undertake a capital fundraising campaign through the GVR Foundation to support development of a GVR Pickleball Center & Park in Green Valley that offers at a minimum 24-courts including an instructional court; Ramada; meeting/conference room, parking, restrooms, water stations and shades structures.

Once developed, the GVR Pickleball Center & Park provide GVR members and guests opportunity for pickleball play with additional access by the broader Green Valley community through the Southern Arizona Senior Games; education and public instruction; demonstrations; and tournaments.

Passed: 6 yes / 3 abstain (Crothers, Myers, Sadowski) March 22, 2018

Don Lathrop moved the Board of Directors donate \$200 back to GVR Foundation.

Seconded and passed: 7 yes / 2 abstain (Crothers, Sadowski) March 22, 2018

March 29, 2018

Roger Myers moved the Board of Directors form a 2018 Ad Hoc Investments Committee and place proposal to make Ad Hoc Investments Committee a standing committee on the 2019 ballot. Seconded and passed unanimously March 29, 2018

April 24, 2018

Roger Myers moved the Board of Directors approve FY2018 Capital Projects Funding:

M-R-R Reserve Funded Projects:

- Continental Vistas: replaster pool in the amount of \$10,606 from Operating Cash;
- West Center: replace billiards tables in the amount of \$6,051 from Operating Cash;
- West Center: replace carpet in billiards room only in the amount of \$5,000 from M-R-R Reserve.

Non-Capital Funding:

- Canoa Hills: replaster spa in the amount of \$4,537 from Facilities Operating Budget.

Emergency Repair:

- Desert Hills: replace service entrance switchgear, transformer, and I-Line panel board in the amount of \$55,717 from Emergency Reserves.

Seconded and passed unanimously April 24, 2018

May 22, 2018

Donna Coon moved the Board of Directors approve WSM Architects Proposal for Professional Architecture and Engineering Services of the 24 court Pickleball Center. That the cost of this phase for site development, architectural design, permitting and preparing an RFP for construction be set at “not to exceed” \$133,000, with funding source identified by Fiscal Affairs Committee.

Seconded and passed unanimously May 22, 2018

Donna Coon moved the Board of Directors approve the fee for Professional Services from WSM to evaluate alternative sites for a lapidary expansion to accommodate the Lapidary Club and possibly Metal Arts and Glass Arts. Options to evaluate include: a) expanding West Center; b) new construction at Facility Maintenance or Las Campanas site; c) directing the Board’s real estate agent to identify potential sites with a building already built. The fee not to exceed \$6,000. The funding source for the request to be determined by the Fiscal Affairs Committee.

Seconded and passed unanimously May 22, 2018

Donna Coon moved the Board of Directors approve the Proposal for Professional Services from WSM to evaluate sites for a permanent home for Table tennis, sites including shuffleboard area below the Desert Hills Auditorium to be used as a table tennis facility or another use. The fee request not to exceed \$5,000. The funding source for the request to be determined by the Fiscal Affairs Committee.

Seconded and passed unanimously May 22, 2018

Donna Coon moved the Board of Directors approve a bid of \$118,000 to repair the Las Campanas tennis courts with a new post tension cap to correct the failure of the original post tension. The funding source for this request to be determined by Fiscal Affairs Committee. Seconded and passed unanimously May 22, 2018

Roger Myers moved the Board of Directors apply the awarded 2018 Club funding of \$9,000.00 towards the 2019 Volleyball Club Health; Safety and ADA Services request and replace the washed mortar sand with approved volleyball sand as early as possible in 2018. Estimated replacement cost of ±\$6,000.00. Build into the FY 2019 Non-Reserves Capital Projects budget the costs associated with converting the grass volleyball court to a sand court. Seconded and passed unanimously May 22, 2018

Carol Crothers moved GVR Foundation present letter of support for grant applications to GVR President for review and signature. Passed: 6 yes / 2 no (Campfield, Myers) / 2 abstain (Coon, Stewart) May 22, 2018

Carol Crothers moved GVR foundation present letter of support for grant applications to GVR President for review and signature. Passed: 6 yes / 2 no (Campfield, Myers) / 2 abstain (Coon, Stewart) May 22, 2018

Roger Myers moved the Board of Directors Provide “Letter(s) of Support” to the GVR Foundation (GVRF) with the President’s signature for GVRF grant applications which are intended to advance the development and construction of the GVR Pickleball Center. Seconded and passed unanimously May 22, 2018

Gail Vanderhoof moved the Board of Directors transfer responsibility for Board training and orientation from Board Affairs Committee to Nominations & Elections Committee and update Corporate Policy Manual accordingly. Seconded and passed unanimously May 22, 2018

Gail Vanderhoof moved the Board of Directors change Corporate Policy Manual Section VI, Subsection 4, B. by adding point #8 -- Directors may attend any GVR committee meeting, whether open or closed. To attend a meeting from a remote site, a request shall be made by email to the committee chairperson at least three business days prior to the meeting. Directors will be provided with all materials otherwise provided to committee members. Seconded and Passed: 7 yes / 3 no (Campfield, Coon, Stewart) May 22, 2018

Tom Sadowski moved the Board of Directors affirm support for the Board policy stated in the Corporate Policy Manual [CPM, Appendix I, Board Policies, Subsection 1. Budget Development Policy] that authorizes the CEO to shift amounts between line items in the Board-approved budget to meet current or anticipated needs and reporting to the Board any line item that is decreased or increased by more than 15% or \$15,000, whichever is greater. Seconded and passed unanimously May 22, 2018

Charles Sieck moved the Board of Directors direct staff to obtain raw electronic data from 2018 member survey from the National Research Center and provide data to Director Charles Sieck. Seconded and Passed: 6 yes / 3 no (Campfield, Coon, Stewart) / 1 abstain (Myers), May 22, 2018

June 26, 2018

Carol Crothers moved the Board of Directors approve the appointment of Charlie Sieck as Chairman of the Audit committee. Seconded and Passed: 8 yes / 2 no (Campfield, Lambert) / 1 abstain (Sieck), June 26, 2018

Gail Vanderhoof moved the Board of Directors amend the CPM with the following Section II Subsection 2. C. 7. Life Care Users are subject to the following: a) May not serve on the Board of Directors or be a member of a Committee of the Board. b) May not vote for any ~~governance~~ membership issues. ~~c) Life Care Users may purchase guest cards following the same guidelines established for guests of any GVR Member.~~ Seconded.

Roger Myers moved the Board of Directors amend the motion by leaving c) intact. Seconded. Amendment passed unanimously, Amended motion passed unanimously, June 26, 2018