



AGENDA

BOARD OF DIRECTORS SPECIAL MEETING

Wednesday, March 27, 2024 – 10:30am

West Center Auditorium / Zoom

*Code of Conduct

Directors: Nancy Austin, Kathi Bachelor, Barbara Blake, Jim Carden, Carol Crothers, Beth Dingman, Candy English, Marge Garneau, Bart Hillyer, Nellie Johnson, Bev Lawless, Joe Magliola, Scott Somers (non-voting)

AGENDA TOPIC

- 1. Call to Order / Roll Call – Establish Quorum**
- 2. Amend/Adopt Agenda**
- 3. New Business**
 - A. Nomination and Election of Board Officers (President)
- 4. Member Comments - (Limited to two (2) minutes)**
- 5. Adjournment**



Green Valley Recreation, Inc.
Board of Directors Special Meeting
Election of Board Officers

Prepared By: Nanci Moyo, Admin. Sup.

Meeting Date: March 27, 2024

Originating Department:

Administration

Action Requested:

The Corporate Policy Manual (CPM) includes Part 2: Board of Directors, Section 2 – Officers Election. The procedure in this section of the CPM will be followed at the March 27, 2024, Special Meeting for electing the Board Officers for 2024-2025. The six offices include: President, Vice President, Secretary, Treasurer, Assistant Secretary, and Assistant Treasurer. The election will take place in the order of office listed.

Bylaws Article VII, Section 3 – Election of Officers gives a description of the four officers positions: President, Vice President, Secretary and Treasurer.

Strategic Plan Goal:

Goal 5: Provide sound, effective governance and leadership for the corporation.

Attachment:

- 1) CPM Part 2: Board of Directors, Section 2 – Officers Election
- 2) Bylaws Article VII, Section 3 - Election of Officers

SECTION 2 - OFFICER ELECTIONS

2.2.1 General

- A. Election of Board Officers will be done by secret ballot. This is applicable to both the nominating ballots and the electing ballots.
- B. Nominations from the floor will not be accepted.
- C. Election for each office follows its seniority in the Bylaws: President, Vice President, Secretary, Treasurer, Assistant Secretary, and Assistant Treasurer.
- D. The current President, or in his/her stead, the CEO shall administer the election until the new President has been elected.

2.2.2 The Nominating Ballot

- A. The President will ask that nominating ballots be distributed to each Director.
- B. Each Director receiving a vote is nominated for that office.
- C. A nominating ballot cannot take the place of an electing ballot.
- D. Directors may nominate themselves for any Board office.
- E. Nominees must verbally indicate their willingness to serve before the electing ballot is distributed.
- F. The Chair will announce the names of the nominees and the number of nominations each received prior to the distribution of electing ballots.

2.2.3 The Electing Ballot

- A. A nominee is considered "elected" if he/she receives a majority of the votes cast.
- B. Balloting should be repeated as many times as necessary to obtain a majority vote for one candidate. The nominee receiving the lowest number of votes is never removed from the next ballot.
- C. 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.

Bylaws

ARTICLE VII — OFFICERS AND CHIEF EXECUTIVE OFFICER

Section 3: Election of Officers

Officers shall be elected by a majority vote of the Board within thirty days after the Annual Meeting.

Section 4: Responsibilities of Officers

A. **President.** The President shall preside at all meetings of the Board of Directors and at meetings of the membership and shall carry out all orders and resolutions of the Board of Directors and shall sign all formal written instruments such as notes, leases, mortgages, deeds, and contracts other than recurring operational contracts which the Board by appropriate resolution has exempted from this requirement. Contracts signed by the President must receive prior legal review and Board approval. The President shall nominate chairpersons of the Board Committees, submit these nominees for Board approval, and in cooperation with the Chief Executive Officer, ensure effective work of these committees. In the absence of the President, the Vice President shall perform all the duties of the President. Should the Vice President also be absent, the duties of the President shall be performed by the Senior Officer present.

B. **Vice President.** The Vice President shall carry out duties as assigned by the President. In the absence of the President, the Vice President shall perform the duties of the President and, when so acting, shall have all the powers of the President.

C. **Secretary.** The Secretary shall ensure that minutes are kept of meetings of the Membership and the Board of Directors. The Secretary shall cause to be given all notices in accordance with provisions of these Bylaws or as required by law. The Secretary shall see that all records of The Corporation are properly kept and preserved and that the names and addresses of all members of The Corporation are on file in the office of The Corporation. In the absence of the Secretary, the Assistant Secretary shall perform all the duties of the Secretary.

D. **Treasurer.** The Treasurer shall exercise an oversight role of the financial affairs of The Corporation to ensure that financial records are kept in accordance with generally accepted accounting standards. The Treasurer shall ensure that timely, accurate financial statements are presented to the Directors and that the financial records of The Corporation are audited in accordance with the provisions of these Bylaws. In the absence of the Treasurer, the Assistant Treasurer shall perform all the duties of the Treasurer.