



2025 BOARD OF DIRECTORS ORIENTATION

Wednesday, April 9, 2025

9am – 12:00pm Orientation

1. Welcome To Orientation and Introductions – Scott Somers

2. Legal Issues – James Hazlewood

- Governing Documents
- Board Member Duties
- Liability: Safe Harbor/Risks
- Open Board Meetings
- Member Rights to Speak
- Code of Conduct

3. Administration/Operations

- Scott Somers
 - Vision/Mission and Brief History
 - Board Duties and Responsibilities/Credo
 - Committee and Responsibilities
 - Organizational Chart and Staff
- Nanci Moyo
 - Review of Website and All Documentation
 - Fact Sheet – Emails
 - Roberts Rule of Order
- David Webster
 - Budget and Calendar Development
 - Annual Audit
 - Reserve Funds
 - Investment Policy
- IT Department – Randy Cheatam
 - How IT Supports the Board
- HR Department – Chris McNeely
 - Overview of personnel
- Membership Department – Kris Zubicki
 - Overview of Membership Department
- Recreation Department – Steve Kindred
 - Overview of Recreation and Staffing
- Communications Departments and Facilities Department – Natalie Whitman
 - Overview of Communications Department and Facilities Department

4. Retreat Ideas






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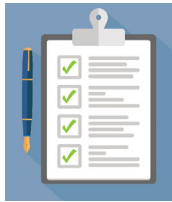
**GVR Board of Directors
Orientation – Legal Issues
April 9, 2025**

James H. Hazlewood, Esq.




ISSUES/TOPICS

- What is GVR?
- Governing Documents and Statutes
- Board Member Duties
- Liability: Safe Harbor/Risks
- Open/Closed Board Meetings
- Members' Right to Speak
- Code of Conduct



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What is GVR?

- Federal IRS/Tax designation – 501(c)(4), and an Arizona nonprofit corporation
- IRC 501(c)(4) provides for exemption of social welfare organizations
- Not organized for profit but operated exclusively for the promotion of social welfare.
- Must be primarily engaged in promoting in some way the common good and general welfare of the community.

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How is GVR different than HOA's?

- GVR has mandatory dues, much like mandatory assessments of HOA's, and is a nonprofit corporation, like most HOA's
- GVR owns real property, like planned community associations
- GVR has some mandatory membership in subdivisions, like HOA's.
- GVR does NOT enforce property restrictions on Lots in CC&Rs, nor does it maintain Lots
- GVR, like Sun City, is also covered by a specific exception in the planned community statutes because of the date of its formation, and the fact that it does not enforce property restrictions.



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GVR Governing Documents

- **Articles of Incorporation** - Serve to create the corporation under State law and define the purpose of the organization
- **Bylaws** – Set forth corporate operations such as Membership and Board meetings, election of Board members and officers, duties of the Board, quorum requirements, Member qualifications, GVR Property, dues and assessments, officers, committees.
- **Corporate Boundary Document** – contains history of various agreements and votes that have added the various residential areas into GVR's jurisdiction – by either mandatory membership in subdivision restrictions, or by allowing voluntary membership from subdivisions with a Deed Restriction recorded on the lot.

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GVR Governing Documents

- **Corporate Policy Manual (CPM)** – These are Board-made policies that are more detailed in nature, flowing from the Bylaws and statutes primarily. General topics:
 - Membership and Facilities
 - Board of Directors
 - Committees
 - Chief Executive Officer
 - Fiscal/Accounting
 - Programs and Clubs
 - Code of Conduct


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Statutes that Apply to GVR

- AZ Revised Statutes 10-3101 et seq. – the Nonprofit Act.
- Provides a framework. Often fills in gaps if governing documents do not cover a topic at all or adequately. Meetings, records, votes. Standards and Duties of Directors – on upcoming slides.
- Federal and State Employment Laws
- Americans with Disabilities Act (ADA) with respect to facilities open to the public




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Board Member Duties



- Legal Duties ARS § 10-3830 (Nonprofit Act)
- Good Faith, Duty of Care, and Duty of Loyalty
- Good Faith (Subjective). Do you think you're doing the right thing?
- Follow all and the “business judgment rule” protects you

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Duty of Care; Duty of Loyalty


Duty of Care (Objective Standard)

- ✓ Prudent person, Like position, Similar circumstances
- ✓ Make Informed decisions
- ✓ Understand issues and concerns
- ✓ Seek professional advice when necessary

Duty of Loyalty (Objective/Subjective Standard)

- Act with reasonable belief in **best interest of the corporation**.
- Keep information and legal opinions confidential
- Am I placing my personal interests ahead of those of the association? I.e., "conflict of interest"

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"SAFE HARBOR" and Indemnity for Directors

- * In addition to following the statutory duties (which provides protection from liability under the business judgment rule), Arizona has another protection: The Nonprofit Act states that directors can rely on experts, and reliable employees, committees and agents (the "safe harbor"), even if advice was wrong.
- * The Nonprofit Act also limits liability of directors and provides for indemnification against third party claims.

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Risk of Liability

Relatively low risk with indemnity in statute and insurance.

How can you minimize risk of being sued (corporation or director)?

- Be diligent in your deliberations and decision-making (including careful reading of documents)
- Be aware of your statutory duties.
- Seek advice from others when you need help (and follow that advice)

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Open/Closed Board Meetings



Article IV, Section 5 of the Bylaws.

Section 5: Open Meetings. All meetings of the Board at which official business of The Corporation is transacted, with the exception of meetings limited to personnel and/or legal matters, shall be open to all members of The Corporation. The time and place of all such meetings shall be made available to the membership of The Corporation.

Members' Right to Speak

- CPM – 2.3.2.C
- Member comments made to Presiding Officer
- No member may interrupt another member
- Members act in a courteous and civil manner.
- May speak to action items after all Directors have had an opportunity to speak to the issue, for no more than two (2) minutes
- Members may speak for no more than two (2) minutes on any other GVR issue prior to the Consent Agenda and prior to adjournment of each Regular or Special Meeting



CPM – Board Code of Conduct

- The Board Code of Conduct and Enforcement Procedures are in the Corporate Policy Manual, Part 2, Section 4
- Familiarize yourself with them.
- Based on respect for each other, for the Corporation, and Members

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 **QUESTIONS?**

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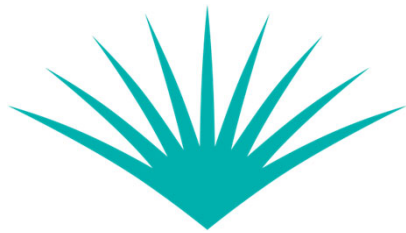


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GVR BOARD ORIENTATION

Welcome Board of Directors



Orientation Agenda

Welcome To Orientation and Introductions – Scott Somers

Legal Issues – James Hazlewood

Administration/Operations

Scott Somers – CEO

Nanci Moyo – Administrative Supervisor

David Webster, CFO - Finance Department

Randy Cheatham, IT Director - IT Department

Chris McNeely, Human Resources Manager, HR Department

Kris Zubicki, Members Service Director, - Membership Department

Steve Kindred, Recreation Services (Video)

Natalie Whitman, COO - Communication Department and Facilities

Mission Statement

To provide excellent facilities and services that create opportunities for recreation, social activities, and leisure education to enhance the quality of our members' lives.



Vision Statement

To be a friendly, vibrant community of choice for adults desiring lifelong opportunities for physical, mental, and social engagement.



Section 3:
Operation of the Corporation
The Corporation shall be governed by an elected Board of Directors, which at its discretion, may delegate specific duties to the Chief Executive Officer.

[illegible]

Section 5: Responsibilities of the Chief Executive Officer

The Chief Executive Officer shall be accountable to the Board and shall serve as the Chief Operating Officer of The Corporation responsible for the management of the day-to-day operations of The Corporation. The Chief Executive Officer shall work cooperatively with the Board to ensure that the policies established by the Board are carried out effectively. The Chief Executive Officer shall not exceed the limits of authority delegated by the Board of Directors and shall ensure that operations are in conformance with the Bylaws and The Corporate Policy Manual.

ARTICLE IX – MEETINGS OF THE CORPORATION

Section 1: Annual Meeting

The Annual Meeting of The Corporation shall be held within ninety days (90) after the end of the fiscal year, and shall include a report of the outside auditor.

Section 2: Special Meeting

Special meetings of The Corporation for any purpose may be called at any time by either the President or by a majority of the directors of the Board, and shall be called upon a written request to the Secretary of ten percent (10%) of the membership of The Corporation. The meeting may be held within ninety days (90) of the request.

Section 3: Notice of Meetings

Notice of the Board or Special Meetings shall be given to each member by mail. Notice of any meeting shall be mailed at least thirty (30) days in advance of the meeting and shall set forth, specifically, the nature of the business to be transacted.

Section 4: Quorum to Conduct Business

Achievement of a quorum will be established by the number of ballots received.

ARTICLE X – BYLAWS/AMENDMENTS

Amendments to these Bylaws may be proposed by GVR Members representing at least ten percent (10%) of the eligible voters in The Corporation as evidenced by their signature on the Petition (70% of the total number of Directors). Amendments proposed by members must be submitted to the Secretary more than sixty (60) days before the Annual or Special Meeting. Bylaw amendments shall require the approval of GVR Members representing a least two-thirds (2/3) of the eligible voters cast in majority of the voting power, whichever is less. Once approved by the GVR Membership, amendments to these Bylaws shall be signed by the President and Secretary of The Corporation.

ARTICLE XI – MEMBERSHIP VOTING

The election of Directors, the appointment of Bylaws and any matter that requires approval of the members, and any action, including proposed amendments to these Bylaws or the election of Directors, which can be taken by the members of GVR at an Annual or Special Meeting of said members, shall be taken by voting ballot communication and mailed from every GVR Member entitled to vote by either mail, email, or other written form of communication to the Board of Directors shall determine from time to time, including online electronic voting, with the same force and effect as though mailed or given up at an Annual or Special Meeting.

ARTICLE XII – MISCELLANEOUS

Section 1: Organization and Policy Manuals

The Corporation shall maintain a Corporate Policy Manual containing the Articles of Incorporation, Bylaws, Minutes of meetings of The Corporation and of the Board, resolutions passed by the members and/or the Board, the Strategic Plan of The Corporation, and other such documents as might be appropriately kept in such a manual. The Corporation shall maintain a Corporate Policy Manual containing rules, regulations and policies adopted by the Board. Board operating procedures, Board meeting committee descriptions, and other items of importance to the effective operation of the Board.

Section 2: Maintainability of Records

The books, records and papers of The Corporation shall, for specific and proper purposes, and consistent with the applicable provisions of the Arizona Non-Profit Code, be at all reasonable times during business hours be subject to examination by any GVR Member or any Assigned Member that has been given voting rights, upon written demand to The Corporation at least five (5) business days before the requested examination date.

Section 3: Conflict

In case of any conflict between the Articles of Incorporation and these Bylaws, and the Arizona Non-Profit Corporation Statute, the Statute shall control. In the conduct of a meeting, Robert's Rules of Order shall prevail unless otherwise determined by the Board of Directors.

1. Green Valley Recreation Bylaws were adopted on October 6, 1978.

2. Amended Bylaws: 1979, 1981, 1982, 1984, 1985, 1988, 1990, 1993, 1995, 1996, 1997, 1999, 2000, 2001, 2004, 2005, 2006, 2007, and 2009.

3. Amended and Restated Bylaws: 2009

4. The GVR Board called back the Bylaws on August 24, 2010 to December 31, 1999 to be in compliance with the January 1, 1999 Arizona Non-Profit Corporation Act, which required all amendments to be approved by 2/3 majority of voting members. The called back Bylaws include all amendments legally approved for the following years: 2001, 2004, 2005, 2006, 2007, and 2009.

5. Amended Bylaws after the roll back: 2011, 2014, 2015, 2019, 2020, and 2024



CPM PART 2 – Board of Directors

SECTION 1 – GOVERNANCE

1. Powers and Responsibilities

A. The Board shall be the governing Board of GVR, establishing policies and monitoring compliance with those policies. The governing Board year begins after the Annual Meeting and ends following the next Annual Meeting.

B. The Board shall participate in developing, tracking, and maintaining a strategic plan to assist GVR in shaping its future. The Strategic Plan and accompanying annual Work Plan shall help drive a 5-Year Capital Plan for GVR. Towards that end, the following policies are an integral part of the plan:

1. Annual Strategic Plan Review – Each year the Board shall review and approve an annual Work Plan consistent with the Strategic Plan.
2. Integration with Programs and Services – The Strategic Plan, the annual Work Plan, and the 5-Year Capital Plan shall be provided to Board Committees, and GVR staff to facilitate and assist with, and support action items which pursue the fulfillment of plan objectives.
3. Integration with the Budget Process – The objectives contained in the Strategic Plan and the 5-Year Capital Plan shall provide the primary basis upon which annual budget recommendations are made.
4. Progress Updates to the Board – The 5-Year Capital Plan shall be a standing element report of Board and Board Committee meetings. Written status papers will be provided to the Board prior to the Board Orientation.

Continued on next slide



CPM PART 2 – Board of Directors Continued

C. 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. Review the responsibilities, powers, and duties of the Board annually at the first Work Session after the Annual Meeting.
2. Review and approve an annual budget and ensure proper financial controls are in place.
3. Attend orientations, retreats, trainings, and conferences, etc. for continuing education for the role and responsibility of the position.
4. Appoint a CEO and evaluate the CEO's performance on at least an annual basis. The CEO is the Board's only employee and the CEO is responsible for the staff.
5. Seek CEO recommendations, suggestions, and proposals on matters that come before the Board.

Continue on next slide



CPM PART 2 – Board of Directors Continued

6. Focus on the intended long-term goals of the organization, not on the administrative or programmatic means of attaining these goals. The Board's connection to the operation of the organization is through the CEO, and all operational and departmental questions and issues shall be directed to the CEO.
7. Establish policies which address:
 - a. The products/services (needs vs costs vs member benefits)
 - b. Ethical and other boundaries for which the CEO shall be held accountable
 - c. Board roles and responsibilities
 - d. Board/CEO relationship
8. Value and honor differences and encourage diversity in viewpoints.
9. Adhere to practices of good governance; discipline itself as to attendance and meeting preparation; and support all policies approved by the Board. Individual Directors shall not undermine Board decisions.
10. Provide open and effective governance, represent the best interests of The Corporation and membership, and be accountable to the membership by competently, conscientiously and effectively executing its governing obligations.



CPM PART 2 – Board of Directors Code of Conduct

SECTION 4 - CODE OF CONDUCT

1. Board Code of Conduct

- A. The GVR Board assumes itself and its members to ethical, effective and businesslike conduct, and to that end, Directors must abide by the following:
 1. The Presiding Officer shall preserve decorum and will determine points of order, subject to the right of any Director to appeal to the Board, and call to order any person who disrupts the orderly conduct of business at meetings including speaking without being recognized, exceeding designated time limits, failure to be germane to the issue being presented or use of vulgarity. The Presiding Officer will enforce order, prevent attacks on personalities or the insinuating of Director or staff motives, and keep those in debate to the question under discussion.
 2. Directors must act in the best interests of GVR without self-interest or personal bias for or against any individual or group of individuals.
 3. Directors must conduct themselves in a courteous, professional and businesslike manner at meetings and in their personal interactions with each other, GVR Members and staff.
 4. Directors may not accept any gifts or personal benefits, present or future, which could compromise, or give the appearance of compromising their independence of judgment. Directors must disclose, in an open meeting, any actual or potential conflicts of interest including, but not limited to, any personal or professional relationship with a company or individual seeking a business relationship with GVR, and shall not participate in any discussions or votes regarding such matters.
 5. Directors must be properly prepared for Board and Committee meetings, having read all relevant background material provided for same.
 6. Except as expressly authorized by the Board, Directors shall not attempt to exercise individual authority over GVR matters by doing any of the following:
 - a. Interfering with the duties of GVR staff or contractors or giving direction to any GVR employee or contractor.
 - b. Communicating with the press concerning a GVR matter for or on behalf of GVR, without explicit consent from the Board.
 - c. Directors must not disclose confidential information addressed in an Executive Session or in a communication with legal counsel without the express authorization of the Board.
 - d. Directors must be respectful of differing opinions of fellow Directors; Directors are expected to uphold duly-adopted Board decisions despite any personal disagreement therewith.
7. Directors are prohibited from engaging in the following conduct which shall be deemed outside of the scope of their duties as Directors for purposes of indemnification:
 - a. Making a verbal or written statement (on social media or otherwise) that is defamatory of any GVR Director, employee, contractor or member; or
 - b. Harassing, threatening or attempting to intimidate a GVR Director, employee, contractor or member.



CPM PART 7: COMMUNICATIONS

SECTION 4 - BOARD OF DIRECTORS COMMUNICATIONS

7.4.1 Board of Directors Email Policy

GVR provides each Director with an official individual GVR Director Email Address. If a Director receives a communication directly from a member in a personal non-GVR email account or in the individual Director GVR Email Address that concerns GVR business and/or Board matters, the Director may choose to forward the same to the CEO for review, and if appropriate, archiving and response.

Individual Directors may communicate with members directly through their email accounts, but official GVR Board positions/responses are to be approved and sent by the President, with a Board vote if appropriate.

7.4.2 Board of Directors Internal Email Policy

Directors may communicate among themselves and with staff by email using the individual GVR Director Email Address provided by GVR, but should not discuss policy or the business of the Corporation with a quorum of the Board, to avoid the perception that decisions are being made outside of meetings. This promotes the goal of transparency (Section 7.1.1.A) with the membership by having debate and discussion in open meetings. Open meetings are required by Article IV, Section 5 of the Bylaws.



MEMORANDUM

TO: Board of Directors
CC: Department Heads
FROM: Scott Sorenson, CEO
DATE: April 3, 2024
RE: Equal Information to Board Members, Contact with Staff, and Board Authority

By providing equal information, we promote transparency and ensure that everyone has the same information for decision-making. Therefore, in the interest of providing equal information and ensuring transparency, when a Board member submits a question or request to the CEO or a department head that is organization-related, the CEO or department head shall provide the original question and the answer concerning the inquiry to the entire Board.

When contacting staff for each inquiry or request, please refrain from contacting staff other than those considered department heads to help avoid confusions of supervisors, direction, assignment, priority, etc. Also, please provide us with a courtesy copy so that I am kept in the loop as to Board matters, questions and concerns. Department heads have been asked to please use in their responses as well.

Please recognize that the Board as a whole has one employee, the CEO, and therefore neither the Board, nor individual Directors, can or should direct GVR staff. Since the CEO works for and on behalf of the Board, rather than individuals on the Board, please recognize that individual requests for research, data or information should be limited to material that can be gathered in no more than five minutes since priority is placed on Board direction, goals, and priorities, rather than those of individuals.



GVR BOARD MEETINGS

Bylaw Article IV, Section 2

Regular meetings of the Board shall be held at least quarterly on a schedule determined by the Board.

CPM PART 2, Section 3 Meetings

Board meetings, excluding Executive Sessions, are open to the general membership and shall be announced in all available GVR electronic and print media.

A Board meeting occurs when a quorum, majority of Directors, convenes to consider or transact business.

Regular Meetings are the voting sessions when the Board takes official action. There must be a quorum of Directors at the meeting for action to take place. Generally, on the fourth Wednesday of the month unless agreed upon otherwise.

Work Sessions are not for taking action, but are for the Board to hear presentations, discuss matters, and listen to pertinent topics. Work Sessions do not require a quorum since official action is not taken. Generally, on the third Wednesday of the month unless agreed upon otherwise.

Special Meetings may be called by the President, Vice President, or at the request of any two (2) Directors, due to special circumstances.

Executive Sessions will be closed to handle legal or personnel issues. Directors shall not disclose the information discussed in an Executive Session.



CPM PART 4 – Chief Executive Officer

AUTHORITY OF THE CEO

General

- A. The CEO has overall responsibility for the planning and management of day-to-day operations of The Corporation.
- B. The CEO shall have decision-making authority and responsibility 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.
- C. The CEO provides organizational leadership and support for the Board in achieving GVR's vision, completing its mission, and executing its Strategic Plan.
- D. The CEO serves as the community liaison and is responsible for enhancing the visibility of the organization locally, regionally and nationally.
- E. The CEO serves as the Public Information Officer (PIO) for GVR or provides designee.
- F. The CEO may delegate authority to staff, as appropriate.

Board Relationship

A. The CEO shall:

1. Participate with the Board President 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 the Board 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 Board.



BYLAW ARTICLE VII – Committees of the Board of Directors

Section 1: Standing Committees

The Board of Directors shall establish the following Standing Committees: Board Affairs, Fiscal Affairs, Nominations & Elections, Planning and Evaluation, and Investments. The duties of the Committees shall be as defined within the Corporate Policy Manual. The Committees shall make policy recommendations to the Board of Directors for approval.

Section 2: Special Committees

- A. Special or Ad Hoc committees may be established by the President from time to time to assume specific, short-term responsibilities. When established, the duties and responsibilities of the committee along with a deadline for its completion of assigned tasks are to be approved by the Board.
- B. Audit Committee. The Audit Committee shall occupy an oversight role of the financial structure, internal controls, etc. of The Corporation with access to the books and records and the activities of Management and Staff personnel. The Chairman, a member in good standing, shall be neither an officer of The Corporation nor a member of the Fiscal Affairs Committee. The detailed duties and responsibilities are to be included within The Corporate Policy Manual. The financial records of The Corporation shall be audited following the close of each fiscal year by an independent auditing firm.

Section 3: Composition of Committees

The Chairperson of the Audit Committee shall be nominated by the President of the Board and the Finance Director of the Corporation with Board approval. The Chairperson of each Standing and other Special Committee(s) of the Board shall be a member of the Board nominated by the President with Board approval. Committee members shall be members of The Corporation and/or members of the operations staff. Committee members shall be selected by the Chairperson of the committee. The President shall be an ex-officio member of all committees excluding Nominations & Elections, and Audit Committees.

Section 4: Subcommittees

Except for the Nominations & Elections and the Audit Committees, each committee shall have the power to appoint subcommittees from among GVR members and may delegate to such subcommittee any of its duties and powers.

Section 5: Open Meetings

All Committee meetings, subcommittee meetings and working session meetings are closed or open meetings at the discretion of each such Committee.



CPM PART 3 - Committees

BOARD AFFAIRS COMMITTEE

Responsibilities

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.

Review and recommend revisions, when appropriate, to the governing documents of The Corporation.

Forward all BAC proposed revisions of the Articles of Incorporation or Bylaws to staff for submission to legal counsel for appropriate action. Any BAC approved change to the CPM which staff determines needs legal review will also be submitted. Should legal counsel recommend a revision to a governing document, it will be returned to the Committee for final review before being presented to the Board for appropriate action.

If a committee, member or staff would like to have the BAC review a change to the CPM or other governing documents before it is taken to the Board, the requested change and rationale should be sent to the chair and staff liaison of BAC at least a week prior to the next BAC meeting.

FISCAL AFFAIRS COMMITTEE

Responsibilities

Review and recommend the annual budgets, including any fees or dues changes to the Board. Such review will consist of recommending, funding, financing, and usage of Reserve.

Monitor progress toward achievement of annual fiscal objectives.

Review financial statements, such as Operational Statement of Financial Position and Statement of Activities and capital purchases, and report to the Board, as appropriate.

Review and recommend to the Board policy changes, if necessary, to assure financial control.

Recommend the disposition of Operational Surplus or Deficit.

PLANNING & EVALUATION COMMITTEE

Responsibilities

Meet quarterly, or as necessary, to review and recommend the capital projects for the Capital Improvement Plan to the Board, per the CPM.

To be knowledgeable of the Strategic Plan and Five-Year Capital Plan ensure that all planned capital projects comply with these plans.



CPM PART 3 – Committees Continued

AUDIT COMMITTEE Responsibilities

The Audit Committee functions in the capacity of an independent overseer of GVR's financial reporting process and internal controls. This oversight is conducted by review of the reporting and communication with a qualified independent auditing firm prior to presentation to the board of directors. The committee is an independent conduit between GVR and the auditing firm. The Committee is not involved in the Corporation's daily accounting functions.

The principal functions of the Audit Committee are:

1. To recommend a CPA firm to the GVR Board to act as the Corporation's independent auditor.
2. To review the independent auditor's terms of engagement.
3. To review the results of each audit including opinion, qualifications, or expectations with the auditor and GVR Management.
4. To review the auditor's management letter sent to GVR Management and to the committee, and to review GVR Management's response with GVR Management as is deemed necessary.
5. To review issues and disputes that may arise between GVR Management and the independent auditor during an audit.
6. To review the IRS Form 990 with the CPA and GVR Management as is deemed necessary.
7. To review the adequacy of internal financial controls with GVR Management and the board.

INVESTMENTS COMMITTEE Responsibilities

The IC has the following specific responsibilities and duties with respect to the GVR Reserve and Operational Investment Accounts:

1. Make timely recommendations to the Board concerning:
 - a. The hiring, termination, and replacement of the Investment Manager and/or Investment Advisor (collectively, the IM/IA) for each of the accounts that comprise the Reserve and Operational Investment Accounts.
 - b. The terms and wording for any contract between GVR and an IM/IA.
 - c. The specific wording and specifications for the Investment Policy Statement (IPS) set forth in Appendix 1, Section 3 that governs each of the accounts that comprise the Reserve and Operational Investment Accounts.
2. Perform the following ongoing functions:
 - a. Complete due diligence and evaluation of each IM/IA at the end of each quarter or more frequently, if deemed needed.
 - b. Monitor the IM/IA's to confirm compliance with the applicable IPS.
 - c. Any update requested by the Board.
3. Make timely reports, in accordance with the IPS, to the CEO, CFO, and the Board of the following:
 - a. A serious and meaningful violation of the IPS.
 - b. A potential replacement of an existing IM/IA.
 - c. Any update requested by the Board.
4. Collaborate with the CEO/CFO concerning the following:
 - a. The Invested Operational Funds regarding compliance with the applicable IPS and performance.
 - b. What information and analysis the CEO/CFO will provide to the IC for the purpose of enabling the IC to perform its duties.
 - c. The specific actions required by the CEO/CFO in order to bring an IM/IA back into compliance with its applicable IPS.
5. In the process of completing its duties, the IC will generate the following documents:
 - a. An IPS for each of the accounts that comprise the Reserve and Operational Investment Accounts.
 - b. An Investment Management Contract for each IM/IA hired by GVR as signed and implemented by the GVR Board President.
 - c. Minutes of each meeting of the IC.



CPM PART 3 – Committees Continued

NOMINATIONS & ELECTIONS COMMITTEE Responsibilities

A. Nominations

1. Submit a slate of qualified candidates to the Board at least ninety (90) days prior to the Annual Meeting.
2. Submit a slate of qualified petition candidates to the Board at least sixty (60) days prior to the Annual Meeting.

B. Election Process

1. 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 the Board fails to set a record date, the record date shall be the date of ballot delivery.
2. The counting of ballots, at the discretion of the Board may be conducted by an independent organization (e.g., Prima County Elections or electronic voting firm), in which case the results shall be obtained from the organization by the Nominations and Elections (N&E) Chairperson or their representative. (Bylaws Article V Section 3)

3. 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.

C. Election Forums for Members

Arrange two (2) election forums for members to attend to hear the candidates answer questions arranged by the N&E Committee and questions from the members.

D. Election Results

1. The Chairperson shall notify the Board Secretary of the results of the election.
2. 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.



Organizational Chart

Green Valley Recreation, Inc.
Corporate Organizational Chart



*The Board of Directors is elected by the GVR Membership.
Corporate offices are located here among the Directors by the Directors.

Rev. 2023

FINANCE

CFO

DAVID WEBSTER

Finance – Budget Schedule

August	Center Assessments are completed and MRR (Maintenance Repair & Replacement) is updated
September	Staff presents Operating and Capital Budgets to FAC
October	Budget is presented to the Board usually in a work session in October
November	The deadline to approve the 2026 budget is Nov. 15, 2025

Finance – Reserve Funds

Maintenance Repair & Replacement Fund - a 3rd party prepares an annual MRR study that is used for planning and budgeting for GVRs existing facilities.

Pool MRR Fund – Funded annually in the budget so GVR can be prepared for future pool replacements.

Initiatives Fund – Funded by percentages of Capital revenue. 20% of the Member Change Fees received and 25% of all Initial Fees collected. The fund is used for new real property, facilities, and infrastructure.

Emergency Fund – safety net used for unanticipated repairs or severe economic downturn.

Finance – Annual Audit

An annual audit is required by the GVR Bylaws

The Audit Committee oversees the recommending of a CPA firm and review of the audit and tax return (tax form 990)

The audit is conducted January – March each year by an independent CPA (A and D CPAs)

The audit report includes a GAAP (Generally Accepted Accounting Principals) Financial Statement and a Management report

The audit must be accepted by the Board of Directors no later than Nov. 15th

Finance - Investment Policy

The Investment Policy Statement (IPS) is approved by the Board of Directors

The IPS provides a framework for ensuring that GVR investments are managed consistently with GVR's short- and long-term financial objectives

Designated Reserves are managed by Corient with Charles Schwab acting as custodian.

Operating Investments are held by J P Morgan.
