



A regular meeting of the GREEN VALLEY RECREATION, INC. BOARD OF DIRECTORS held Tuesday, December 5, 2017 at West Center, the President being in the chair and the Secretary being present.

Directors Present: Jim Nelson (President), Lance Heise (Secretary), Bob Allen (Treasurer), Donna Coon (Assistant Secretary), Roger Myers (Assistant Treasurer), Carol Crothers, David Messick, Denise Nichols, Tom Sadowski, Tim Stewart, Kent Blumenthal (CEO)

Absent: Kathy Palese (Vice President), Don Lathrop

Staff: Cheryl Moose (CFO), David Jund (Facilities Director), Karen Miars (Administrative Assistant), Kathy Edwards (Program Coordinator), Payton Snider, Conal Ward

Visitors: 154

I. Call to Order / Establish Quorum

President Nelson called the meeting to order at 1:33 pm MST.
Roll call by Blumenthal; Quorum established.

II. Adopt Agenda

MOTION: Nichols / Seconded. Adopt Agenda as amended.
Passed: unanimous

III. Consent Calendar

MOTION: Coon / Seconded. Approve Consent Calendar as presented.
Passed: unanimous

IV. President's Comments

Members and friends, welcome to another opportunity for your volunteer GVR leaders to convene in service to our community.

At 2:15 pm, I will ask the GVR board of directors for a motion to recess its meeting, if it has not yet addressed all of its agenda items, and at 2:30 pm begin a GVR Member forum about the proposed repurpose of the former Canoa Hills golf course as an open space park.

- Comment/Question Cards are available for members who want to ask a question or make a comment about the proposed open space park at the Member forum.

- All Comment/Question Cards will be categorized and a representative question of each specific category (e.g., 'easements') will be read by a GVR staff member, with Mr. Huckelberry or another County official present invited to respond.

- The Member forum will conclude when all questions/comments are heard and responded to.

A little back story:

When Mr. Morgan North offered to donate Canoa Hills golf course to Pima County, Mr. Huckelberry envisioned a future park providing passive recreation, connecting people with nature and improving the quality of life for Green Valley residents, aware that parks, especially serving rural areas, promote healthy communities.

On November 2, representatives of GVR met with County officials and toured the course. The County inquired of GVR's potential interest. GVR made clear that the future of the former Canoa Hills golf course should be a community venture partnering with the County, and GVR can help facilitate.

Mr. Huckelberry requested that GVR facilitate input from the community and residents that surround the deteriorated former golf course. It should also be noted that the County principally acquires parks and recreation facilities through county bonds and in-lieu of residential development fees.

GVR accepted his request and met initially on November 7 with representatives of HOA's adjacent to the golf course. The meeting was led by GVR Director Don Lathrop, who I appointed chair of a new Task Force concerning the repurposing of the golf course as an open space park. At this meeting, HOA representatives were not inclined to form a consortium on their own and partner with the County; however, there was consensus that GVR is the most logical source to facilitate future meetings.

Following input from the Directors, GVR CEO Kent Blumenthal responded to the County with an intention to assist in making the open space park a reality by providing in-kind support and by pursuing in partnership with local nonprofits collaborative grant funding opportunities to support park planning, operations, maintenance and asset development. Potential nonprofit partners include:

- ✓ Greater Green Valley Community Foundation
- ✓ GVR Foundation
- ✓ GVC Foundation
- ✓ Green Valley/Sahuarita Chamber of Commerce Foundation, and
- ✓ Other interested parties, foundations, business, and government

The residents of the HOAs surrounding the deteriorated golf course for years have been seeking relief of the unkempt property and granted there are some incidental issues that need to be resolved at some point.

A community-wide partnership working with the County can help adopt a park master plan, prepare and resolve HOA easement and parking issues, explore opportunities of multi-use trails that enhance bicycle and pedestrian connectivity and define adequate maintenance of the park. This community-wide partnership can also explore alternative funding sources to operate and

maintain the facility. What better way to promote flexibility in the design and programming to accommodate appropriate passive recreation and open space?

In his November 30 memo to the Pima County Board of Supervisors, Mr. Huckelberry wrote, "The County's intent, if the donation is accepted, is to manage the property as natural open space. Natural open space is not irrigated or manicured, as with the case of active park properties. The golf paths will continue to be maintained to allow safe, pedestrian-only access."

Let's all work together to provide an outstanding recreational value for Green Valley residents of which at least 75% are GVR members.

V. **CEO Report**

As I was working with my colleagues on staff to prepare for this meeting and the member forum to follow, it became clear just how special it is when people of goodwill get together with a servant's heart and they strive to improve their community. We have the community of GVR and we have the greater Green Valley community in which we live. As we go along and the conversations and discussions that we have, regardless of some differences at times of opinions and approaches or even mistakes that are made that have to be corrected at some point, it's all for the good and it's all for the better for our community.

Lastly, I want to share if I wasn't working this job, I would like to think I would be teaching American History because that's really my past time - studying it. A thought of Abraham Lincoln's and it's relative to today and what we expect to hear and learn anew this afternoon in the member forum - he said, "I'd think less of a person who is not wiser today than they were yesterday" and I know that holds true for me. So, thank you Mr. President and I thank you at this last regular session of the year for your leadership of this Board of Directors.

VI. **New Business**

A. **Proposed New Club "GVR Music Club"**

MOTION: Coon / Seconded. Approve formation of the new GVR Music Club.

Passed: unanimous

B. **Proposed Ballot Items**

1. Proposed Bylaws Restatement - Legal Documents Audit Subcommittee Chair Barbara Mauser reported.

First of all, I'd like to thank the Legal Documents Audit subcommittee members, Joyce Finkelstein and Bob Northrup, for working on this project with me. Their knowledge and understanding of the bylaws was invaluable. I also want to thank Wendy Ehrlich, our attorney, for revising the format and giving us a first draft to work with. And a thank you also to Stan Riddle, Jerry Humphreys and Marge Garneau who stepped in after our first few drafts to review and offer other viewpoints and suggestions. And, last but not least, I'd like to thank Jen Morningstar who kept us organized.

This subcommittee was formed around two years ago to review all our legal documents. We quickly discovered that in a few cases our documents contradicted each other so it was

obvious at the very beginning that we should take the documents in order of importance and not attempt to do them all at once. And by importance I mean the following:

Arizona Statutes supersede Articles of Incorporation
Articles of Incorporation supersede Bylaws
Bylaws supercede CPM

Therefore, we began with the amending of the Articles of Incorporation which were passed by the membership on the 2017 Ballot. So this year we proceeded to the Bylaws.

What I'd like to make clear is that this is not a rewrite of the Bylaws -- it is a restatement. We came to the conclusion early on that we needed to first reorganize the bylaws before making any major changes.

So, therefore, the restatement/reformatting of these bylaws was made with the intent of accomplishing three (3) things:

1. Make it more readable and less "legalese" for the general member to be able to understand.
2. Organize the bylaws in a way to put common items together and not spread in multiple part.
3. Organize the bylaws in a way to make amendments easier to identify and make.

These were the goals -- it was not to make any significant changes which would in any way alter the content or intent of the existing bylaws. Any changes that were made are an attempt to clarify or further specify any existing items.

The subcommittee held meetings with the attorney and with general members who shared their perspective and added valuable insight to the new restatement.

And, finally, we met with the Board Affairs Committee last week where questions were again asked and answered -- and a few additional minor changes were done to the draft that is now before you.

We purposely left out of the restatement any item we thought might be controversial. We even decided that although we did not believe making the Investment Committee a standing committee would be, we have recommended that it be a separate item on the ballot. We also decided that adding "disciplinary action against a GVR member in a closed meeting" not be included in the restatement but also be considered as a separate ballot issue. During the course of this year in our meetings, we did discover issues that we think should be addressed and/or changed. However, because we believed they fell under the heading of "controversial" we have recommended that they be considered as a ballot issue in 2019.

One major change that we did add was having the first Article be definitions. For your information -- any wording in the Bylaws that is capitalized, must be defined.

Many hours of review and discussion of the Bylaws went into this restatement -- and I am pleased to say that the Board Affairs Committee did accept this restatement unanimously.

If these restated bylaws get approved by you today, we will begin the process of getting all information out to the GVR membership. This includes Forums with our attorney present to answer any questions that the membership might have. We have also suggested that these bylaws be made available on the GVR website along with a very simple spreadsheet that shows current bylaws vs where to find it on the restated bylaws. This will allow the membership to review both current and restated Bylaws and to see that the language might have changed, but the intent is still there.

Before opening this meeting up to questions, I would like to formally request this report be put in the minutes of this Board meeting. Thank you.

MOTION: Coon / Seconded. The Board Affairs Committee recommends 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.

Passed: unanimous

2. Executive Session for Disciplinary Actions Against GVR Member

MOTION: Coon / Seconded. 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.

Passed: unanimous

C. Slate of Candidates for 2018 Election – Nominations & Elections Committee Chair Lance Heise reported.

David Messick joined the meeting.

MOTION: Stewart / Seconded. Recess the GVR Board meeting at 2:20 pm.

Passed: unanimous

MOTION: Crothers / Seconded. Reconvene the GVR Board meeting at 3:51pm.

Passed: unanimous

MOTION: Allen / Seconded. 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.

Passed: 6 Yes / 2 No (Crothers, Sadowski) / 2 Abstain (Messick, Stewart)

D. P&E Recommendation: Center Names

MOTION: Coon / Seconded. 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.

Passed: unanimous

E. Renewable Energy Subcommittee Mission

MOTION: Coon / Seconded. 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.**

Passed: unanimous

VII. Committee Reports

A. Investment – no report

B. Blue Ribbon – Nelson reported GVR expects to send the final survey to all members in January, 2018.

C. Planning & Evaluation – Coon reported the offer to purchase land for the GVR Pickleball Center was rescinded due to its inability to remove the contingency that would allow pickleball court lighting under the Pima County Outdoor Lighting Code. The committee is currently evaluating several other sites.

D. Nominations & Elections – Heise reported

E. Board Affairs – Coon reported the committee approved Directors Nichols and Nelson to work with GVR staff to develop a 2018/2019 GVR Board orientation program.

F. Fiscal Affairs – no report

VIII. GVR Foundation – GVR Foundation President Blaine Nisson gave an update.

IX. Member Comments: 1

X. Adjournment

MOTION: Crothers / Seconded. Meeting Adjourned at 4:44 pm MST.

Passed: unanimous

