



## MINUTES

### BOARD AFFAIRS SPECIAL COMMITTEE MEETING

Tuesday, November 28, 2017  
1:30 pm MST – Administrative Offices Annex

***GVR Mission Statement:*** “To provide recreational, social and leisure education opportunities that enhance the quality of our members’ lives.”

**ATTENDEES:** Donna Coon (Chair Pro Tem), Carol Crothers, Jerry Humphrey, Jim Nelson (ex officio), Bob Northrup

**ABSENT:** Kathy Palese (Chair), Joyce Finkelstein, Denise Nichols

**GUESTS:** Barb Mauser

**STAFF LIAISON:** Jen Morningstar

**ADDITIONAL STAFF:** Karen Miars

#### **CALL TO ORDER / ESTABLISH QUORUM**

Chair Pro Tem Donna Coon called the meeting to order at 1:30 pm.  
Roll call by Jen Morningstar; quorum established.

**AMENDED AND RESTATED GVR BYLAWS** – Board Affairs Committee reviewed the “draft” Amended and Restated Bylaws of Green Valley Recreation, Inc.:

#### **Edits:**

- Article 1 Definitions – 1.8 – “GVR Member” shall and refer” – Add “mean” after “shall” to read: “GVR Member” shall mean and refer”
- Article 3 Membership and Use of Facilities – Add as 3.6 from original Bylaws: Article II – Membership Property and Members, Section 6 Voting Rights, B. “It shall be the duty of each GVR Member to keep The Corporation advised of his/her current mailing address.”
- Article 6 Board of Directors – 6.7, B.3 – Add “annual operating and capital” between “Adopting and budgets” to read “Adopting *annual operating and capital* budgets, which shall include a contribution to reserves.”
- Article 7 Board Meetings – 7.5.3 – Remove “Disciplinary action against a GVR Member.”
- Article 7 Board Meetings – 7.5.2 – Remove “ ; or “ and replace with “ . “
- Article 9 Committees – 9.1.6 – Remove “Investment Committee”
- Article 9 Committees – 9.1.5 – Remove “ ; and “ – replace with “ . “
- Article 9 Committees - 9.3 – Composition of Committees. – Make new paragraph
- Embed live links to each Statute referenced in Bylaws.

#### **2018 Ballot Items:**

- Article 7 Board Meetings – 7.5.3 – Disciplinary action against a GVR Member
- Article 9 Committees – 9.1.6 – Investment Committee

**2019 Ballot Items:**

- Article 2 Corporate Jurisdiction - 2.2 Expansion of Jurisdiction – add “age restriction”
- Article 6 Board of Directors – 6.7 Limitations on Powers, A.2 – Define “services”
- Article 7 Board Meetings – 7.4 – Change to more definitive/tighten up with specifics, *i.e.*, “*Until there is a full board, only emergency business can be conducted.*” At the same time, write something for the CPM to define it even more.
- Article 8 Officers and Chief Executive Officer – 8.5 – Add “treasurer” to sign checks.
- Article 10 Miscellaneous – 10.5 – Clarify definitions of “books, records and papers” to spell out better

**Added Items to the Bylaws – Make GVR Board and Membership aware:**

- Added: Article 1 Definitions – 1.11 Master Deed Restriction.
- Added: Article 1 Definitions – 1.12 Owner.
- Added compilation of items already included in Bylaws – not new: Article 3 Membership and Use of Facilities – 3.2
- Not added, only defined more clearly - Article 5 Membership Meetings And Voting – 5.4
- Added from Statutes - Article 7 Board Meetings – 7.3.C

**Questions for Legal:**

- Article 4 Membership Fees And Dues – 4.2 – 2<sup>nd</sup> sentence: **Should it read “expense of operating the recreational facilities of The Corporation” from the original Bylaws – not “operating The Corporation”?**
- Article 7 Board Meetings - 7.3.C: **Should this be included in the Bylaws if it is already in the Statutes?**
- Article 9 Committees – 9.1.5: Restated Bylaws list Audit Committee under “Standing Committees” but original Bylaws (Article 8, Section 2.B) list under “Special Committees.” **Is this correct?**

**Suggestions:**

- Make important items **bold** on Ballots (*i.e.*, 3.3.6 – *current member mailing address*).
- When post Amended & Restated Bylaws, put Q&A on website.
- Emphasize Restated Bylaws have no surprises in them.
- Place in February GVR Now!
- Future: Clean up “legalese” jargon throughout the Bylaws.
- List 3 reasons why the Restated Bylaws:
  - More readable and less legalese for the membership to understand;
  - Organized in a way to put common items together and not spread in multiple parts;
  - Organized in a way to make amendments easier to identify and not changing anything.

**MOTION: Crothers / Seconded. Approve the Amended and Restated Bylaws of Green Valley Recreation, Inc. as amended to submit to the GVR Board for consideration for the 2018 ballot.**

**Passed: unanimous**

NEXT MEETING: December 12, 2017, 1:30 pm, Annex

ADJOURNMENT – Adjourn meeting at 2:34 pm MST.