



AGENDA

Board Affairs Committee

Tuesday, May 14, 2024

1:30-3:00pm MST

West Center Room 2 / Zoom

GVR's 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."

Committee: Bart Hillyer, Chair, Carol Crothers, Beth Dingman, Ed Knop, Joe Magliola, Pat Reynolds, Lanny Smith, Gail Vanderhoof, Jodie Walker, Marge Garneau (ex-officio), Scott Somers (CEO), Nanci Moyo (Administrative Supervisor/Liaison)

Agenda Topic

- 1. Call to Order / Roll Call – Establish Quorum**
- 2. Approve Meeting Minutes:** March 12, 2024
- 3. Chair Comments**
- 4. Business**
 - A. Tentative BAC Meeting Schedule: May, September 10, January 14, and March 11 – Possible November 12 if necessary
 - B. Develop and Approve Committee Action Plan Based on Work Plan
 - C. Discussion on Possible Bylaw Changes and CPM Changes to Consider
 - 1) Review Bylaw Changes for the Ballot in 2025 or 2026
 - a) Article VIII Committees – Section 1 Standing Committees
 - b) Article II Membership Property and Member: Membership Definition
 - 2) Review Proposed CPM Changes:
 - a) Part 2, Section 1 Governance: 2.1.1.C.1 Change Work Session to Orientation
 - b) Part 3, Section 6 Nominations and Elections Committee: Add 3.6.2.B.2 Regarding Tied Vote
 - c) Removing Operations/Administration from CPM
- 5. Member Comments**
- 6. Adjournment**

Next Meeting: Tuesday, September 10, 2024, West Center, Room 2/Zoom, 1:30-3:00pm

Code of Conduct: GVR encourages Directors and members to voice concerns and comments in a professional, business-like, and respectful manner.



MINUTES

Board Affairs Committee

Tuesday, March 12, 2024, 1:30 pm
WC Room 2 / Zoom

Committee: Carol Crothers (Chair), Barbara Blake, Bart Hillyer, Ed Knop, Pat Reynolds, Dick Sutherland, Gail Vanderhoof, Marge Garneau (ex-officio), Scott Somers (CEO), Nanci Moyo (Liaison/Administrative Supervisor)

Absent: Bart Hillyer

Board Attendee: Kathi Bachelor

Visitors: 1

1. Call to Order / Roll Call – Establish Quorum

Chair Crothers called the meeting to order at 1:30pm MST. Roll call by Nanci Moyo. Quorum established.

2. Approve Meeting Minutes: February 13, 2024

**MOTION: Sutherland moved / Vanderhoof seconded to approve February 13, 2024, Meeting Minutes as presented.
Passed: unanimous**

3. Chair Comments:

- The FAC subcommittee for the Del Sol Clubhouse Café has requested two CPM policy changes. One request is for a policy change to allow dogs on Del Sol Clubhouse outdoor patio. The second request is to allow non-members for a nominal fee to be able to buy food/drink at the Café. Chair Crothers shared this as a heads up for the incoming BAC if asked by the FAC for a review and input on these CPM changes.
- Chair Crothers thanked everyone on the BAC for their cooperative interactions and all the committee members did this past year.
- The second round of bylaw amendments for the incoming BAC will address at least the Membership definition, and possibly the number of standing committees at GVR.

4. Business

- a. Review Year-End BAC Report and Task for 2022/2023
Reviewed the Task for Next Year from the 2022/2023 BAC Committee report. Most items were accomplished from the list.
 - ✓ BAC did not work on the major capital project planning and decision making. It was tasked to staff to accomplish and receive Board approval.
 - ✓ The Appendix in the CPM was not addressed by the current BAC.
- b. Prepare Year-End BAC Report and Tasks for 2023/2024

- Priorities Established and Completed for 2023/24
 - ✓ Tasked with bringing bylaws into State law compliance
 - ✓ Brought five bylaws forward to bring into State compliance and or clarify ambiguities
 - ✓ Prepared clear wording for the bylaws to present to the Board and Members for the ballot
 - ✓ Corrected language on the Capital Fees for multiple properties
 - ✓ Through the year worked on minor CPM changes which the Board approved
 - ✓ Worked with staff on CPM Part 1, Section 2 Facilities Use changes which the Board approved
- Specific Committee Requests
 - ✓ Discussed changing the Fee Structure for multiple properties
 - ✓ Worked with staff on Clubs and Room Reservations for the CPM which the Board approved
- Tasks for Next Year
 - ✓ Research the CPM for clarification
 - ✓ Consider removing the Club section and administrative decisions from CPM to keep CPM policy only
 - ✓ Look at standing committees regarding overlapping issues or busy work
 - ✓ Potential bylaw change to reduce the standing committees
 - ✓ Review the Member Change Refund Fee Policy
 - ✓ Review the bylaw section on Membership
- Recommendations from Staff
 - ✓ Policy on Member Code of Conduct
 - ✓ Remove administrative and operations from CPM to put in the Operations Manual

5. Member Comments: 0 comments

6. Adjournment

MOTION: Blake moved / Vanderhoof seconded to adjourn the meeting at 2:15pm.

Passed: unanimous

Next Meeting: Tuesday, May 14, 2024, West Center, Room 2/Zoom, 1:30 – 3:30pm



Green Valley Recreation, Inc.
Board Affairs Committee
Committee Action Plan

Prepared By: Nanci Moyo, Admin. Sup.

Meeting Date: May 14, 2024

Presented By: Bart Hillyer, Chair

<p>Originating Committee / Department: Board Affairs Committee (BAC)</p>
<p>Action Requested: Develop and approve Committee Action Plan for the Board approval at the May 22 Regular Meeting of the Board.</p>
<p>Strategic Plan Goal: GOAL 5: Provide sound, effective governance and leadership for the corporation</p>
<p>Background Justification: Each year committees develop a Committee Action Plan for Board approval at the May Regular Meeting. The Committee Action Plan will propose the action it will take during the year and is based on the Work Plan submitted to the CEO by the Committee Liaison.</p>
<p>Committee Options: 1) Develop the plan and approve for Board approval.</p>
<p>Staff Recommendation: Option #1</p>
<p>Recommended Motion: Move to approve the Committee Action Plan and submit to the Board for its approval at the May 22 Regular Meeting of the Board.</p>
<p>Attachments: 1) Work Plan 2) Committee Action Plan Form</p>



Work Plan

2024-2025 Board Affairs Committee

*Bylaws Article VIII, Section 1:
"The Committees shall make policy recommendations to the
Board of Directors for approval."*

Chair: Bart Hillyer

Staff Liaison: Nanci Moyo

Committee Members: Carol Crothers, Beth Dingman, Ed Knop, Joe Magliola, Pat Reynolds, Lanny Smith, Gail Vanderhoof, Jodie Walker

Committee Responsibilities:

3.2.2 Responsibilities

- 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. 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.
- D. 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.

Priorities and Timelines Established for 2024-2025:

- Review possible bylaw changes for Committees, Membership Definition, small changes
 - ✓ June-December

- Review changes to the CPM including: Member Code of Conduct; Tied vote; Change Work Session to Orientation; consider moving Operations out of CPM; and any other changes that arise
 - ✓ May 2024 – February 2025

Resources Needed:

- Attorney review of bylaws and policy proposals
- Attorney approval for possible bylaw changes



Committee Action Plan

2024-2025

Board Affairs Committee

Chair: Bart Hillyer

Staff Liaison: Nanci Moyo

Committee Members: Carol Crothers, Beth Dingman, Ed Knop, Joe Magliola, Pat Reynolds, Lanny Smith, Gail Vanderhoof, Jodie Walker

Committee Responsibilities:

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- B. Review and recommend revisions, when appropriate, to the governing documents of The Corporation.
- C. 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.
- D. 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.

Priorities and Timelines Established for 2024-2025:

- ✓ Timeline – Month/Year for this bullet
- ✓

Resources Needed:

-

GVR encourages members to voice concerns and comments in a professional, business-like, and respectful manner.



Green Valley Recreation, Inc.
Board Affairs Committee

Proposed Bylaw and CPM Changes

Prepared By: Nanci Moyo, Admin. Sup.

Meeting Date: May 14, 2024

Presented By: Bart Hillyer, Chair

<p>Originating Committee / Department: Board Affairs Committee (BAC)</p>
<p>Action Requested: Hold a discussion on possible bylaw changes for the 2025 or 2026 ballot to understand BAC’s goals for the bylaws. Staff is proposing two areas to review for bylaw changes: 1) Article VIII Committees – proposing to take out standing committees in the bylaw and 2) Membership Definition (see in Redlined Bylaws attached). Hold a discussion on CPM changes proposed: 1) Part 2, Section 1 Governance: 2.1.1.C.1 Change Work Session to Orientation; 2) Part 3, Section 6 Nominations and Elections Committee: Add 3.6.2.B.2 Regarding Tied Vote and 3) Removing Operations/Administration from CPM.</p>
<p>Strategic Plan Goal: GOAL 5: Provide sound, effective governance and leadership for the corporation</p>
<p>Background Justification: The previous BAC put in the Year-End Report review possible tasks for next year. (See attached Year-End Report) These are suggestions for this 2024-25 BAC to consider. The bylaws successfully passed in 2024 and the previous BAC was looking at a three-year plan to continue with bylaw changes being proposed on the ballot for 2025 and then 2026 in hopes to have the bylaws changes complete. The previous BAC also suggested CPM changes in the Year-End Report for this BAC to consider. Staff would like to have the Member Code of Conduct included in the discussion.</p>
<p>Fiscal Impact: If added to the ballot the cost would be included in the election cost.</p>
<p>Committee Options: 1) Hold discussion and decide what the current BAC would like to focus on, and add to the Committee Action Plan.</p>
<p>Staff Recommendation: Option #1</p>
<p>Attachments: 1) Year-End Report 2) Redlined Bylaw Proposed Changes</p>



Year-End Report
2023-2024
Board Affairs Committee

Chair: Carol Crothers

Staff Liaison: Nanci Moyo

Committee Members: Barbara Blake, Bart Hillyer, Ed Knop, Pat Reynolds, Dick Sutherland, Gail Vanderhoof

Priorities Established and Completed for 2023-2024:

- Tasked with bringing bylaws into State law compliance
- Brought five bylaws forward for the 2024 Ballot and membership vote
- Prepared clear wording for the bylaws to present to the Board and Members for the ballot
- Corrected language on the Capital Fees for multiple properties
- Through the year worked on minor CPM changes which the Board approved
- Worked with staff on CPM Part 1, Section 2 Facilities Use changes which the Board approved

Specific Committee Requests:

- Discussed changing the Fee Structure for multiple properties
- Worked with staff on Clubs and Room Reservations for the CPM which the Board approved

Recommendations from Staff:

- Policy on Member Code of Conduct
- Remove administrative and operations from CPM to put in the Operations Manual

Task for Next Year:

- Research the CPM for clarification and redundancy
- Consider removing the Club section and administrative decisions from CPM to keep CPM policy only

- Look at standing committees regarding overlapping issues or busy work
- Potential bylaw change to reduce the standing committees
- Review the Member Change Refund Fee Policy
- Review the bylaw section on Membership

Bylaws of Green Valley Recreation, Inc.

Amended by GVR Membership – March 14, 2024

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ARTICLE I— GENERAL

Section 1: 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.

Section 2: Business of the Corporation

The Corporation shall provide recreational, cultural and educational programs for the enjoyment of the GVR members and their guests. The Corporation shall purchase, lease, own and maintain recreational facilities in support of the programs stated above.

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.

Section 4: GVR Clubs

Any group of members interested in pursuing a particular field of interest may join together for the purpose of pursuing such interest and may request that the Board grant them “Club status.” The Board shall establish policies and procedures for creating and revoking club status and set forth rules and regulations governing the operation of clubs including a club’s relationship with The Corporation.

Section 5: Jurisdiction of the Corporation

- A. The Jurisdiction of The Corporation shall include only the real property designated within The Corporate Boundary Document kept on file at the office of The Corporation. The initial boundaries for this document shall be the boundaries defined in the Bylaws in place on January 1, 1994.
- B. Additional real property may be brought within the jurisdiction of The Corporation by a majority affirmative vote of the GVR members voting and the amendment to The Corporate Boundary Document shall be certified by the President or Secretary.

Section 6: New Housing Development Criteria

The jurisdictional boundaries of GVR, after January 1, 1996, may be expanded for additional subdivision development of new residential homes in conformance with the following criteria:

- A. Each subdivision must agree to place a Master Deed Restriction to GVR within their CCRs requiring perpetual membership in The Corporation.
- B. Each subdivision must verify a commitment to "age restriction" with regard to familial status exemptions as outlined by Housing and Urban Development (HUD).
- C. Each owner and developer must give guaranty through financial assurances that it will make contributions to GVR in terms of front-end cash or donation of land and contribution of recreational and social facilities to be built and dedicated to GVR free of encumbrances, whichever serves the best interest of the membership as determined by the Board of Directors. Any cash contributions shall be made up front, in advance. Both cash contributions and donations of land and improvements shall be based, at a minimum, upon the grand total of the Initial Fees and Land Equivalency Fees charged in connection with potential homes in each development. In the case of the donation of land and improvements, adequate security shall first be furnished to GVR in the form of a letter of credit, certificate of deposit, bond, or other commercially reasonable and adequate security.
- D. The Board of Directors will negotiate on behalf of the membership with each new development and uniquely bind each developer with independent contracts.
- E. Each new development must be adjacent/contiguous to the existing GVR boundaries at the time of entry.
- F. The Board of Directors is granted the power to develop policy to implement the New Housing Development Criteria.

Section 7: Fiscal Year

The Fiscal Year and Membership Year of The Corporation shall be January 1 through December 31, namely, the Calendar Year.

ARTICLE II — MEMBERSHIP PROPERTY AND MEMBERS

Section 1: GVR Property

A GVR Property includes any of the following: (1) residential real estate located within the Corporate Jurisdiction against which a deed restriction agreement has been recorded requiring perpetual membership in The Corporation; (2) residential real estate located within a subdivision that requires GVR Membership by virtue of recorded covenants or a recorded master deed restriction; or (3) any commercial/residential real estate located within the Corporate Jurisdiction.

Section 2: Qualified Member

- A. The record holder(s) of legal title to the fee interest of a GVR Property, including each person who has legal title of a GVR Property in joint tenancy, tenancy in common, or as community property, is a Member of The Corporation ("GVR Member"). A GVR Member may be a corporation, trust or other legal entity. Unless stated in writing in the trust, the trustee shall be the regular member.
- B. GVR Members may surrender their right to use GVR's facilities and assign such right to occupants of their GVR Properties "Assigned Members" and "Tenants").

Section 3: Definitions

GVR will recognize the following approved card holders: Owner Member and Associate Member. Each Member shall be issued an ID badge.

- ~~A.~~ Owner Member: Each record holder of legal title on a GVR deed restricted property is an Owner Member and payment of annual Owner Member Dues is mandatory.
 - ~~1.~~ Each owner, whether one or more persons or entities, of a GVR deed restricted property shall be an Owner Member.
 - ~~A-2.~~ An Owner Member in good standing, shall be entitled to vote, hold office, sign petitions, and use all available facilities, subject to the provisions of the Governing Documents (Articles of Incorporation, Bylaws, and Corporate Policy Manual (CPM)). Additional Card Holder is an individual who shares a common household with a GVR Member and, with payment of a fee established by the Board of Directors, has the right to use GVR's facilities.
 - ~~B.~~ 3. An Assigned Member is an individual who occupies a GVR Property without paying rent and has been assigned the right to use GVR's facilities by the GVR Member owning such GVR Property, pursuant to Article II, Section 2.
- ~~B.~~ An Associate Member is a non-titleholder who meets the qualifications as defined by the Board of Directors in the CPM. This membership is elective and does not have to be maintained.
 - ~~1.~~ Associate Member in good standing shall not be entitled to vote, serve on a GVR Board or committee, or sign petitions, but shall be entitled to use all facilities, subject to the facility use obligations of an Owner Member, as set forth in the Governing Documents.
 - ~~C-2.~~ Associate Members in good standing shall be eligible for membership in GVR Clubs including the ability to hold the position of a club officer. Tenant is an individual who leases and pays rent for the use of a GVR Property from a GVR member and may not be an Assigned Member.
- ~~C.~~ A Guest is a temporary visitor of a GVR Owner Member or Associate Member who lives more than twenty (20) miles outside GVR's Corporate Jurisdiction.
- ~~D.~~ Commercial Residential/Care Facility (CRCF) is a commercial property that leases residential units and/or provides its residents

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with care related services.

- E. ~~Commercial Residential/Care Facility Resident (CRFC Resident) is a resident of a Commercial Residential/Care Facility.~~
- F. ~~Guest is a temporary visitor of a GVR Member, Assigned Member, CRFC Resident, Life Care Member or Tenant who lives more than twenty (20) miles outside GVR's Corporate Jurisdiction.~~
- G. ~~GVR Member is an individual who holds Membership in GVR as set forth in Article II, Section 2.~~
- H. ~~GVR Property is residential property as set forth in Article II, Section 1.~~
- I. ~~Life Care Member is a former GVR Member residing in a residential care facility in the greater Green Valley area who has been extended privileges to use GVR facilities by the Board of Directors.~~

Section 4: Use of Facilities

A. Member Privileges

1. GVR identification shall be ~~issued to GVR Members, Assigned Members, Life Care Members, CRFC Residents and Tenants. Identification may be obtained for Additional Card Holders pursuant to policies established by the Board of Directors.~~ ~~issued to each Owner and Associate Member, the ID card is non-refundable and non-transferrable to another person or property. GVR identification shall be returned to The Corporation upon termination of GVR Membership.~~
2. Use of GVR facilities with valid identification is subject to the ~~then~~ current rules and regulations established by the Board of Directors.
3. ~~GVR Owner and Associate Members, Assigned Members, CRFC Residents, Life Care Members and Tenants~~ may have Guests use all GVR facilities subject to the ~~then~~ current rules, regulations, and fees established by the Board of Directors.

B. ~~Life Care Privileges~~

~~Life Care Members shall be entitled to use GVR facilities in accordance with policies established by the Board of Directors.~~

Section 5: Suspension of Privileges

The right to use GVR's facilities of any ~~GVR Owner Member, or Assigned Associate Member, Life Care Member, CRFC Resident, Guest or Tenant~~ may be suspended for any infraction of these Bylaws, policies, and/or rules and regulations of The Corporation. The procedure for such suspension and the duration of suspension shall be as determined by the Board of Directors. Suspension of the right to use GVR's facilities shall not in any way affect a GVR Member's obligation to pay dues, assessments, fees, penalties and accrued interest to GVR during the period of suspension.

Section 6: Voting Rights

- A. A GVR ~~Owner~~ Member in good standing is entitled to one (1) vote for each GVR Property owned; provided, however, that there shall be only one (1) vote per GVR Property. If any GVR Member casts a vote representing a certain GVR Property, it will thereafter be conclusively presumed for all purposes that such individual was acting with the authority and consent of all other owners of the same GVR Property. In the event that more than one (1) vote is cast for a particular GVR Property, only the first vote cast shall be counted.
- B. It shall be the duty of each GVR Member to keep The Corporation advised of his/her current mailing address.
- C. All voting by GVR Members shall be by written ballot or electronic voting, consistent with Arizona Nonprofit Corporation Act. See Article XI. No proxies are permitted.
- D. The right to vote and serve on the Board of Directors on behalf of a GVR Property may be assigned to one (1) or more Assigned Members occupying such GVR Property in writing and signed by all owners of such property. Additional rights may be determined by the Board of Directors.
- E. ~~A Tenant shall not have the right to vote or serve on the Board of Directors.~~
- F. A GVR Member in good standing has the right to serve on the Board of Directors provided no other member of the household (whether related by marriage, cohabitation, or otherwise) is on the Board during the same time period.

Section 7: Initial Fees; Member in Good Standing

- A. Each GVR ~~Owner~~ ~~Member~~, upon becoming a member, shall pay any applicable initial fees as established by the Board of Directors.
- B. A GVR ~~Owner~~ ~~Member~~ current in the payment of all GVR dues, fees, assessments, and other charges shall be deemed in good standing. The privileges and rights of a GVR ~~Owner~~ ~~Member~~ to use GVR facilities, vote, and be nominated in an election of directors shall be suspended during any period in which such GVR member is not in good standing.

ARTICLE III— DUES AND ASSESSMENTS

Section 1: Establishment of Membership Dues and Operating and Capital Budgets

Membership dues and the operating and capital budgets shall be established by the Board of Directors. All membership dues shall be based on a 12-month period, but will be prorated monthly for members joining in the 12-month period.

Section 2: Procedure

In establishing membership dues and the Operating and Capital Budgets, the Board of Directors shall be guided by the actual expense of operating the recreational facilities of The Corporation, including a reasonable reserve for Capital Replacements with the objective of operating the facilities on a self-sustaining basis.

Section 3: Standard of Service

The Board of Directors shall establish and maintain a standard of service for the recreational facilities of The Corporation which best serves the overall good of the organization. There shall be no decrease of services presently provided nor addition of any new services, either of which should exceed 5 percent (5%) of the existing Operating Budget except as approved by a majority of the

members voting. The only exception to the above shall be services relating to new facilities provided by and at the expense of a developer.

Section 4: Announcement by the Board of Directors

On or before December 10th of each year, the Board of Directors shall announce the schedule of membership dues and the Operating and Capital Budgets for the next calendar year.

Section 5: Assessments

The Board of Directors is not authorized to impose a special assessment for any purpose, unless such an assessment is approved in advance, by a majority of the members voting. ~~No special assessment or other levy shall be made against Fairfield-Green-Valley, Inc.~~

ARTICLE IV— BOARD OF DIRECTORS

Section 1: Number of Directors

The affairs of GVR shall be governed by a Board of Directors consisting of nine (9) voting members who shall be elected from the members of The Corporation who have voting rights as defined in Article II - Section 6.

Section 2: Regular Meetings

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

Section 3: Special Meetings

Special meetings of the Board may be called by the President or the Vice President or shall be called by the President or Vice President when requested by any two (2) Directors. Two (2) days' ~~written~~ notice of the date, time, and place of the meeting shall be given to each Director of any special meeting.

Section 4: Quorum to Conduct Business

The presence, in person, by video conference, or by telephone conference, of a majority of the directors in office shall constitute a quorum for the transaction of business at a meeting. Except as otherwise specified in these Bylaws, the vote of a majority of directors present at any meeting at which a quorum is present shall be the act of the Board of Directors.

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.

Section 6: Indemnification

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

Section 7: Employment

Nothing contained in these Bylaws shall be construed to prohibit the employment of any member of The Corporation except that Directors or members of their immediate families are prohibited from such employment.

Section 8: Compensation

Directors shall not receive compensation for their services but may be reimbursed by The Corporation for authorized expenses and disbursements made on behalf of The Corporation.

ARTICLE V — ELECTION OF DIRECTORS

Section 1: Term of Office

A. The term of office of a Director elected by the membership shall be for three (3) years. Each year the term of office of three (3) Directors shall expire and three (3) Directors shall be elected for a term of three (3) years to succeed those Directors whose terms expire. No Director may serve more than two (2) consecutive terms including time served as an appointed Director. A former Director may be re-elected after one (1) or more years' absence from the Board.

Section 2: Nominating Process

- A. The Nominations & Elections Committee shall conduct a search of regular members and select for nomination a slate of Directors. As part of its search, the Nominations & Elections Committee shall request names of possible nominees from members. The slate of nominees shall be posted and be available to all regular members at least 90 days prior to the Annual Meeting.
- B. Any regular member of The Corporation may make additional nominations by filing a nomination petition containing the name of any regular member who agrees to be a nominee, and the signatures of at least two hundred (200) of the regular members in good standing. Such nomination petitions shall be filed with the Secretary not less than 60 days before the Annual Meeting. The Secretary shall then add the names of these nominees to the slate of nominees previously posted and shall prepare ballots to be mailed to the membership.

Section 3: Election of Directors

The Board of Directors shall establish specific election procedures, include those procedures in the Corporate Policy Manual, and communicate the voting procedures to all members who have the right to vote. The election of Directors shall be conducted pursuant to Article XI herein. Cumulative voting shall not apply in the election of Directors.

ARTICLE VI — POWERS, DUTIES AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS

Section 1: Powers and Duties

The Board of Directors shall have power:

- A. To call special meetings of The Corporation whenever it deems necessary or upon written request of one-tenth of the voting membership as provided in Article IX, Section 2.
- B. To take the following actions with the approval of a majority of directors in office:
 1. Appoint and remove, at its pleasure, all officers, agents and the Chief Executive Officer and prescribe their duties, fix their compensation and require of them such security of fidelity bond as may be deemed expedient;
 2. Establish initial fees, dues, and assessments and collect same; and
 3. Adopt annual operating and capital budgets which shall include a contribution to financial reserves consistent with Board policy.
- C. To adopt and publish rules and regulations governing the use of the properties and facilities owned by The Corporation and the personal conduct of all persons thereon.
- D. To exercise for The Corporation all powers, duties and authority vested in, or delegated to, The Corporation except those reserved to the members.
- E. In the event that any member of the Board of Directors of The Corporation shall be absent from three (3) regularly scheduled meetings of the Board of Directors in any one-year period, the Board may, by action taken at the meeting during which a third absence occurs, declare the office of said absent Director to be vacant.
- F. Any vacancy in the office of a Director shall, if possible, be filled by the unsuccessful candidate of the most recent Directors' election, who, of those willing to fill the vacancy, received the greatest number of votes. If none of said unsuccessful candidates is willing and able to serve, the remaining Directors by affirmative vote of a majority of the Board, shall elect a successor, who shall serve for the unexpired term of the vacant office.

Section 2: Limits of Authority and Indebtedness

The Board of Directors is not authorized to enter into any contract for new or initiative-type capital projects that exceeds twelve percent (12%) of the latest audited approved annual net revenue (does not include investments). Any contract for new or initiative-type capital projects that exceeds this figure, shall only be valid if approved, in advance, by the affirmative vote of regular members representing a majority of the total votes cast, provided that the total number of votes cast equals at least twenty percent (20%) of the total votes in The Corporation. Contracts for unique projects may not be broken up so as to avoid the requirements of this section.

ARTICLE VII — OFFICERS AND CHIEF EXECUTIVE OFFICER

Section 1: Positions

Elected officers of The Corporation shall be the President, Vice President, Secretary, Treasurer, Assistant Secretary and Assistant Treasurer. This sequence of officers determines their seniority. In addition, the Chief Executive Officer shall serve as an ex-officio, non-voting member of the Board.

Section 2: Eligibility and Terms of Office

Officers are elected for a term of one year or until successors are elected, or at the pleasure of the Board. All officers must be regular members of The Corporation and members of the Board of Directors.

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 votes in all Board matters like any other Board Director. 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.

- E. **Signing of Checks.** Any check in the amount of \$2,500.00 or more shall be signed by two (2) officers of The Corporation or by one (1) officer and the Chief Executive Officer. Any check in an amount of less than \$2,500.00 may be signed by the CEO with the stipulation that a log is kept reflecting the two (2) department heads that reviewed the checks prior to its execution. Month-end statements shall be reviewed by two (2) officers of The Corporation as soon as practicable after their completion.

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 or designee 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 VIII – COMMITTEES OF THE BOARD OF DIRECTORS

Section 1: Standing Committees

The Board of Directors ~~may shall~~ establish Committees as it deems necessary to advise policy decisions ~~the following Standing Committees: Board Affairs, Fiscal Affairs, Nominations & Elections, Planning and Evaluation, and Investments.~~ The duties of the Committees and duties of 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 Owner Mmembers 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.

Commented [NM1]: Attorney suggested to remove if Section 2.B is removed.

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.

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 Meetings

Special meetings of The Corporation for any purpose may be called at any time by either the President or by a majority of the members 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 must be held within ninety days (90) of the request.

Section 3: Notice of Meetings

Notice of the Annual or Special Meetings shall be given to each member by mail. Notice of any meeting shall be mailed at least thirty days (30) 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 returned.

ARTICLE X – BYLAW AMENDMENTS

Amendments to these Bylaws may be proposed by GVR Owner Members representing at least ten percent (10%) of the eligible votes in The Corporation as evidenced by their signatures or two-thirds (2/3) 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 at least two-thirds (2/3) of the eligible votes cast or a 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 amendment 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 written ballot communicated to and received from every GVR Member entitled to vote by either mail, email, or other written form of communication as the Board of Directors shall determine from time to time, including online electronic voting, with the same force and effect as though acted upon at an Annual or Special Meeting.

ARTICLE XII – MISCELLANEOUS

Section 1: Operations 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 standing committee descriptions, and other items of importance to the effective operation of the Board.

Section 2: Availability of Records

The books, records and papers of The Corporation shall, for specific and proper purpose, and consistent with the applicable provisions of the Arizona Nonprofit Act, 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, Roberts Rules of Order shall prevail unless otherwise determined by the Board of Directors.

1. Green Valley Recreation Bylaws were adopted on October 8, 1978.
2. Amended Bylaws: 1979, 1981, 1982, 1984, 1985, 1988, 1990, 1993, 1995, 1996, 1997, 1999, 2000, 2003, 2004, 2005, 2006, 2007, and 2008.
3. Amended and Restated Bylaws: 2009
4. The GVR Board rolled back the Bylaws on August 24, 2010 to December 31, 1998 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 rolled back Bylaws include all amendments legally approved for the following years: 2003, 2004, 2005, 2006, 2007, and 2008.
5. Amended Bylaws after the roll back: 2011, 2014, 2015, 2019, 2020, and 2024