



## **AGENDA**

### **Board Affairs Committee**

Tuesday, August 12, 2025

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:** Candy English, Chair, Beth Dingman, Bart Hillyer, Ed Knop, Nellie Johnson, Pat Reynolds, Kathi Bachelor (ex-officio), Scott Somers (CEO), Nanci Moyo (Administrative Supervisor/Liaison)

### **Agenda Topic**

- 1. Call to Order / Roll Call – Establish Quorum**
- 2. Approve or Amend Agenda**
- 3. Approve Meeting Minutes:** June 23, 2025
- 4. Chair Comments**
- 5. Business**
  - A. Recommend to the Board the Approval of Amendments to the CPM Member Code of Conduct Section
  - B. Review Guest Pass Policy Survey results and consider policy recommendations to the Board
  - C. Recommend Amendments of the Bylaws to the Board for the 2026 Ballot
- 6. Member Comments**
- 7. Adjournment**

**Next Meeting:** Tuesday, September 9, 2025, West Center, Room 2/Zoom, 1:30-3:00pm



## MINUTES

### Board Affairs Committee

Tuesday, June 23, 2025 1:30pm  
WC Room 2 / Zoom

**Committee:** Candy English, Chair, Beth Dingman, Bart Hillyer (left at 2:52pm), Ed Knop (left at 3:20pm), Nellie Johnson, Pat Reynolds, Kathi Bachelor (ex-officio), Scott Somers (CEO), Nanci Moyo (Administrative Supervisor/Liaison)

**Visitors:** 0

**1. Call to Order / Roll Call – Establish Quorum**

Chair English called the meeting to order at 1:30pm MST. Roll call with quorum established.

**2. Approve or Amend Agenda**

**MOTION: Knop moved / Johnson seconded to approve the agenda.**  
**Passed: unanimous**

**3. Approve Meeting Minutes: May 13, 2025**

**MOTION: Dingman moved / Knop seconded to approve May 13, 2025, Meeting Minutes as presented.**  
**Passed: 5 yes / 1 abstain (Reynolds)**

**4. Chair Comments:**

- Thanked the subcommittee and staff for the work accomplished on the Guest Pass Policy survey.

**5. Business**

A. Review and Approve Guest Pass Policy Survey as Recommended by the Subcommittee

BAC reviewed the survey presented by the subcommittee. Further discussion provided these changes and had full consensus of the BAC.

- Background changes: 1) Add *safeguarding* in the first sentence after supporting; 2) Add *visiting* in the second sentence before family and friends; and 3) In third paragraph last sentence add *single* before ANNUAL.
- Eliminate question 3 on the proposed survey. Change the numbering for the remainder of the survey.
- Question 4: change unaccompanied to *authorized*.
- Question 5: change feel to *believe GVR should keep*. Add, in the parenthesis section after Tubac, *and local non-GVR members*.
- Question 6: remove "and find acceptable". First check box remove

"current" and add *in its current form* and add *which allows up to four unassigned guests at a time with unlimited use*. Second check box change sentence to read: Offering a guest pass card with a limited number of uses for eligible authorized guest until it expires. Third check box add *and local non-GVR members* after Tubac. Add last sentence *This change will require a member vote to change the Bylaws*. Fourth box add *total* before guest. Sixth box add *of the guest* after identification. Eighth box remove "at all times."

- Question 9: Add *GVR* before property. First check box add *all or* before part. Second check box add *GVR* before housing.
- Question 11: remove "in most often." Add to the checked boxes *Paddle Sports*. Add one more *check box* at the end for *other*.
- Question 12: remove "questions or".

**MOTION: Johnson moved / Reynolds seconded to pass the guest pass policy survey as amended by discussion of the BAC.**

**Passed: 5 yes / 1 no (Hillyer)**

B. Recommend to Board Approval of Amendments to the CPM Member Code of Conduct Section

BAC reviewed the proposed changes to the Member Code of Conduct and add these changes:

- 1.2.4.A.5: change "you" to "the". Second sentence change "You" to "Members".
- 1.3.2.B: Change "ten" to "thirty" and "(10)" to "(30)".
- 1.3.2.B.2: add *and those who have been cited repeatedly for minor violations*.
- 1.3.2.D.4: Change "counseling" to "a warning". Last sentence change "ten" to "thirty" and "(10)" to "(30)".
- 1.3.2.E.2: Remove "a" before meeting and change "meeting" to "meetings".
- 1.3.2.F.3: Staff will consult the attorney to see if there is a legal reason to have an appeals process.
- 1.3.2.F.2: Remove from last sentence "as well as the appeal procedure". In the first sentence add *by both certified, regular, and email* before the period. In the first sentence change "48 hours" to "two business days".

**MOTION: Johnson moved / Dingman seconded approval of modified Code of Conduct policy pending legal review and to move the Board for approval.**

**Passed: unanimous**

**6. Member Comments:** 0 comments

**7. Adjournment**

**The meeting adjourned at 3:35pm.**

**Next Meeting:** Tuesday, August 12, 2025, West Center, Room 2/Zoom, 1:30 – 3:00pm



Green Valley Recreation, Inc.

## Board Affairs Committee Meeting

### Member Code of Conduct Changes in CPM 1.2.4

Prepared By: Nanci Moyo, Admin. Sup.

Meeting Date: August 12, 2025

Presented By: Scott Somers, CEO

<b>Originating Committee / Department:</b> Administrative
<b>Action Requested:</b> Review the changes to the proposed CPM for the Member Code of Conduct and suspension policies.
<b>Strategic Plan Goal:</b> GOAL 5: Provide sound, effective governance and leadership for the corporation
<b>Background Justification:</b> <p>In many cases, GVR's policy surrounding suspension for conduct has left staff with questions. For example, there is limited information included to define minor versus major offenses. We believe this is an opportunity for GVR to better define expectations and outcomes. Staff reviewed the Code of Conduct and suspension policies from nearly a dozen similar communities/organizations. Most of these communities/organizations had well defined Codes of Conduct and complete processes outlining when and how suspensions will occur.</p> <p>The BAC reviewed the proposed changes to the Member Code of Conduct at the June 23, 2025, meeting and added additional changes. Staff has brought back the redline and a clean copy for BAC review and asks the BAC to recommend to the Board for approval.</p>
<b>Committee Options:</b> <ol style="list-style-type: none"> <li>1) Recommend to the Board changes to the CPM Member Code of Conduct as drafted.</li> <li>2) Recommend to the Board changes to the CPM Member Code of Conduct with amendments.</li> <li>3) Recommend the next BAC committee consider this item for Board approval.</li> </ol>
<b>Staff Recommendation:</b> Option #1
<b>Recommended Motion:</b> <i>I move to recommend Board approval of the changes to the CPM Member Code of Conduct as drafted.</i>
<b>Attachments:</b> <ol style="list-style-type: none"> <li>1) Proposed CPM Redline and Clean Revisions for Code of Conduct</li> </ol>

## Proposed CPM Revisions

## 1.2.4 Code of Conduct

- A. It is the policy of GVR to treat all people with dignity, respect and equality regardless of age, race, color, ancestry, country of origin, disability, ethnicity, marital status, family status, veteran status, gender, religion, sexual orientation or gender identity.
1. Users of GVR facilities are required to comply with GVR published rules and regulations.
  - 1-2. ~~Members, tenants, and guests are required to carry their GVR ID or pass with them at all times and are required to-~~ Present this their card upon request from GVR staff or volunteers.
  - 2-3. Users are expected to show common courtesy to employees, ~~Directors~~ directors, volunteers and other members and guests.
  4. Users shall refrain from using offensive language and behavior. ~~Users shall not use~~ Using loud, profane, indecent or abusive language or make any physical abuse, threat, harassment or take any other such action against anyone, including staff.
  - 3-5. Consumption of alcoholic beverages to the point where ~~they~~ your behavior becomes offensive or dangerous to yourself or others will not be tolerated. ~~Users, Members~~ You are expected to leave the premises peacefully and immediately when requested to do so.
  6. Defacing, damaging, or removing GVR property is not ~~acceptable~~ allowed.
  7. Members shall not violate or aid in the violation of Board Policies (Corporate Policy Manual) ~~and/or~~ the Bylaws, including policies associated with regarding guests.
  8. Members ~~will be held~~ are responsible for the conduct of their guests.
  9. ~~Any person refusing to comply with the Code of Conduct and other policies and rules of the organization may be asked to leave GVR property. A member or guest who is asked to leave GVR property is expected to leave peacefully and immediately. For lack of compliance, GVR staff is authorized to contact the Sheriff's Department to report any person for trespass.~~
  - 4-10. Violation of the above codes of conduct may result in a member having his/her rights and privileges suspended, as well as those of their guests or tenants.

## 1.3.2 Suspension for Conduct

- A. Any cardholder who violates the established rules and regulations of GVR is subject to suspension of privileges. Copies of rules and regulations are posted within GVR facilities or available on GVR website.
- A-B. The CEO or designee ~~has~~ shall have the authority to determine if a violation is major or minor and is authorized to immediately deny any individual access to facilities for a period of up to ~~thirtyen~~ (30-40) days.
1. Minor Violations include, but are not limited to, a member knowingly aiding or abetting unauthorized persons to use GVR facilities, not presenting a valid member card or pass upon request, failure to show common courtesy to fellow members, dDirectors, and staff, such as using loud, profane, indecent, or abusive language. Repeated Minor Violations, such as misuse of member card or guest pass may result in violation being elevated to Major Violation.

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2. Major Violations include, but are not limited to, violating or aiding in the violation of any law, physical abuse, threat, or harassment, and/or defacing or damaging GVR property, and those who have been cited repeatedly for minor violations.
- ~~B.C.~~ The CEO or designee for minor violations, including, but not limited to, failure to provide his/her membership card or other GVR identification card. In the event of a major violation, including but not limited to a violation of any law, physical confrontation, or verbal abuse, the CEO or designee shall have the authority to immediately deny any individual access to facilities until the violation can be investigated.
- ~~C.D.~~ Minor Incidents-Violation- Upon receipt of a complaint from a GVR Member or staff, the CEO or designee will investigate the complaint as follows:
1. Contact the person who filed the complaint.
  2. Contact witnesses or those parties to the incident which resulted in the complaint.
  3. Contact the individual(s) against whom the complaint was filed, either in person or by phone. If direct contact is not available, the contact may be made by email or letter.
  4. The CEO shall then determine if the complaint is valid. If the complaint is determined to be valid, the individual(s) may be subject to counseling a warning, either in person or by letter, or may be subject to suspension of any or all privileges, and/or use of facilities for a period not to exceed thirtyen (30+0) calendar days. The decision of the CEO is final.
- ~~D.E.~~ Major Incidents-Violation – The CEO or designee shall take immediate action and personally handles the situation as follows:
1. Contact the Board President immediately.
  2. The CEO, the Board President and the Board Affairs Committee Chair shall conduct an investigation within two (2) weeks. They shall convene a meetings with the individual and/or a representative against whom the complaint was lodged as well as the complainant. During the process, the accusing party has the right to submit verbal or written information subject to rebuttal by the accused and witnesses, if any.
  3. Upon completion of the above, a report on the findings of the investigation, along with recommended actions will be presented to the Board.
- ~~E.F.~~ The Board will convene in an Executive Session within two (2) weeks to review the report, discuss the particulars of the incident, and decide on the appropriate action. If a majority of the Board, then in office, determines that a suspension is warranted, the duration and nature of the suspension must be determined. The suspension may apply to the use of all GVR facilities or select facilities.
1. The original suspension determined by the CEO shall be

- extended until this process has been accomplished.
2. If the Board decides to continue the suspension, the CEO shall send the individual and/or representative a written "Notice of Suspension" within ~~48 hours~~ 2 business days of the Board's decision ~~by both certified, and regular~~ certified, regular mail and/or email. The "Notice of Suspension" shall include the details of the ~~suspension~~ suspension ~~on as on, was~~ as well as the appeal procedure.
  3. If the individual and/or representative opts to appeal the Board's suspension of a major issue, the CEO will notify the Board President and the President will convene another meeting of the Board with the individual to hear directly from the individual and/or a representative against whom the complaint was lodged will appoint an Appeals Officer(s) to hear the appeal. The CEO will provide the individual with the date, time and location for presentation of that appeal. The suspension shall continue until the process has been completed. A written response may be presented in lieu of a personal appearance. The ~~Appeals Officer(s)~~ Board shall be authorized to decide if the proposed suspension should be upheld, reduced or cancelled. ~~Unless the Appeals Officer(s) decides that the suspension should be cancelled or be reduced, the decision of the Board shall be final.~~

**Proposed CPM Revisions****1.2.4 Code of Conduct**

- A. It is the policy of GVR to treat all people with dignity, respect and equality regardless of age, race, color, ancestry, country of origin, disability, ethnicity, marital status, family status, veteran status, gender, religion, sexual orientation or gender identity.
1. Users of GVR facilities are required to comply with GVR published rules and regulations.
  2. Members, tenants, and guests are required to carry their GVR ID or pass with them at all times and are required to present their card upon request from GVR staff or volunteers.
  3. Users are expected to show common courtesy to employees, Directors, volunteers and other members and guests.
  4. Users shall not use loud, profane, indecent or abusive language, or make any physical threat, harass or take any other such action against anyone, including staff.
  5. Consumption of alcoholic beverages to the point where the behavior becomes offensive or dangerous to yourself or others will not be tolerated. Users are expected to leave the premises peacefully and immediately when requested to do so.
  6. Defacing, damaging, or removing GVR property is not allowed.
  7. Members shall not violate or aid in the violation of Board Policies (Corporate Policy Manual) or the Bylaws, including policies associated with guests.
  8. Members will be held responsible for the conduct of their guests.
  9. Any person refusing to comply with the Code of Conduct and other policies and rules of the organization may be asked to leave GVR property. A member or guest who is asked to leave GVR property is expected to leave peacefully and immediately. For lack of compliance, GVR staff is authorized to contact the Sheriff's Department to report any person for trespass.
  10. Violation of the above codes of conduct may result in a member having his/her rights and privileges suspended, as well as those of their guests or tenants.

**1.3.2 Suspension for Conduct**

- A. Any cardholder who violates the established rules and regulations of GVR is subject to suspension of privileges. Copies of rules and regulations are posted within GVR facilities or available on GVR website.
- B. The CEO or designee shall have the authority to determine if a violation is major or minor, and is authorized to immediately deny any individual access to facilities for a period of up to thirty (30) days.
  1. Minor Violations include, but are not limited to, a member knowingly aiding or abetting unauthorized persons to use GVR facilities, not presenting a valid member card or pass upon request, failure to show common courtesy to fellow members, Directors, and staff, using loud, profane, indecent, or abusive language. Repeated Minor Violations, such as misuse of member card or guest pass may result in violation being elevated to Major Violation.
  2. Major Violations include, but are not limited to, violating or aiding in the violation of any law, physical abuse, threat,



harassment, or defacing or damaging GVR property, and repeated minor violations.

- C. Minor Violation- Upon receipt of a complaint from a GVR Member or staff, the CEO or designee will investigate the complaint as follows:
  - 1. Contact the person who filed the complaint.
  - 2. Contact witnesses or those parties to the incident which resulted in the complaint.
  - 3. Contact the individual(s) against whom the complaint was filed, either in person or by phone. If direct contact is not available, the contact may be made by email or letter.
  - 4. The CEO shall then determine if the complaint is valid. If the complaint is determined to be valid, the individual(s) may be subject to a warning, either in person or by letter, or may be subject to suspension of any or all privileges, and/or use of facilities for a period not to exceed thirty (30) calendar days. The decision of the CEO is final.
- D. Major Violation – The CEO or designee shall take immediate action and personally handle the situation as follows:
  - 1. Contact the Board President immediately.
  - 2. The CEO, the Board President and the Board Affairs Committee Chair shall conduct an investigation within two (2) weeks. They shall convene meetings with the individual and/or a representative against whom the complaint was lodged as well as the complainant. During the process, the accusing party has the right to submit verbal or written information subject to rebuttal by the accused and witnesses, if any.
  - 3. Upon completion of the above, a report on the findings of the investigation, along with recommended actions will be presented to the Board.
- E. The Board will convene in an Executive Session within two (2) weeks to review the report, discuss the particulars of the incident, and decide on the appropriate action. If a majority of the Board, then in office, determines that a suspension is warranted, the duration and nature of the suspension must be determined. The suspension may apply to the use of all GVR facilities or select facilities.
  - 1. The original suspension determined by the CEO shall be extended until this process has been accomplished.
  - 2. If the Board decides to continue the suspension, the CEO shall send the individual and/or representative a written “Notice of Suspension” within 2 business days of the Board’s decision by both certified, regular mail and/or email. The “Notice of Suspension” shall include the details of the suspension, as well as the appeal procedure.
  - 3. If the individual and/or representative opts to appeal the Board’s suspension of a major issue, the CEO will notify the Board President and the President will convene another meeting of the Board with the individual to hear

directly from the individual and/or a representative against whom the complaint was lodged to hear the appeal. The CEO will provide the individual with the date, time and location for presentation of that appeal. The suspension shall continue until the process has been completed. A written response may be presented in lieu of a personal appearance. The Board shall be authorized to decide if the proposed suspension should be upheld, reduced or cancelled.



Green Valley Recreation, Inc.

**Board Affairs Committee Meeting****Review Guest Pass Policy****Prepared By:** Scott Somers, CEO**Meeting Date:** August 12, 2025**Presented By:** Scott Somers, CEO**Originating Committee / Department:**

Administration

**Strategic Plan:**

Goal 1: Provide excellent facilities for members to participate in a variety of active and social opportunities

**Action Requested:**

Utilize the data provided along with the survey results to craft a well-defined, firmer, more enforceable guest policy.

**Background Justification:**

GVR staff has brought forth issues and challenges faced regarding the current guest policy. In 2022, the Board revised the guest policy to reduce the number of guests allowed per card from unlimited to four. While this helped staff with a stronger policy that is enforceable, the policy remains problematic. Staff is recommending that we align our policy with others in similar communities.

Members have voiced strong frustration over non-members having unregulated access to facilities they have financially supported. Left unchecked, this issue risks further diminishing the value of GVR membership and eroding confidence in our policies.

GVR has long-faced challenges with guest card misuse. Despite previous attempts to revise the policy, past efforts have been insufficient, and misuse continues to grow. While a large portion of our membership is aware of the policy and adheres to it, there is an increasing number that do not. This misuse has continued to intensify with improperly using Guest Cards for tenants/Airbnb and VRBO rentals as well as local friends and neighbors. The misuse is predominantly found with Annual Guest Cards and Complimentary Guest Cards.

During the BAC's May 13, 2025 meeting, it was decided to develop a survey to understand how GVR's members think about the current policy and potential policy changes. The results are attached. While a majority of those that took the survey say it is "very important" to maintain an Annual Guest Pass, the majority that took the survey don't purchase guest passes. When asked if members were concerned about unauthorized guests using GVR facilities, the majority stated they were very concerned or somewhat concerned.

The vast majority of guest pass violations involve the use of Annual Guest and Complimentary Guest Passes, as stated above. However, since guest passes are intended for those guests that live 20 miles or greater from the GVR boundary and allow up to 4 guests per card, and are intended for "temporary" guests, many guests that use them are not violating any policy. For example, a guest could reside in Tucson and use GVR facilities 200 times in a year since "temporary" isn't defined.

Many similar organizations refrain from using such vague terms and instead allow a member to purchase a guest pass that is good for 15-30 days and/or limits the number of times any individual can be a guest to a specific number of days per year, such as 15-30. The easier approach for GVR would be to limit the number of days per pass, rather than limiting the number of days an individual can be a guest which would require GVR to know the names of each guest, and possibly require an ID from each guest.

It has been suggested that a “punch card” could possibly replace the Annual Guest Card. A punch card, for example, could be purchased and loaded with 15 or 30 days of guest access. Members who prefer the one-time purchase and convenience of an Annual Guest Card could instead purchase such a punch card for use by their guests, without knowing specific dates, until all of the days have been used. GVR’s current software does not allow for this option at this time, but staff are looking into software alternatives that do.

To protect member benefits and ensure fair access, we recommend revising our guest card policy to reduce opportunities for misuse. These changes should be made to help preserve the integrity of GVR membership while maintaining an enjoyable experience for all members.

**Fiscal Impact:**

Any fiscal impact to policy changes won’t be known until the “actual” amounts are finalized and audited after the end of the next fiscal year.

**Committee Options:**

- 1) Recommend eliminating the Annual Guest Pass; add a 30-day “punch card” option once the software allows it; limit persons per guest pass to one; limit guest passes to days, weeks, and 30 days.
- 2) Once a 30-day “punch card” option can be added, recommend eliminating the Annual Guest Pass; limit persons per guest pass to one; limit guest passes to days, weeks, and 30 days.
- 3) Recommend any other configuration.
- 4) Recommend maintaining the existing guest pass policy.

**Staff Recommendation:**

Option #1

**Recommended Motion:**

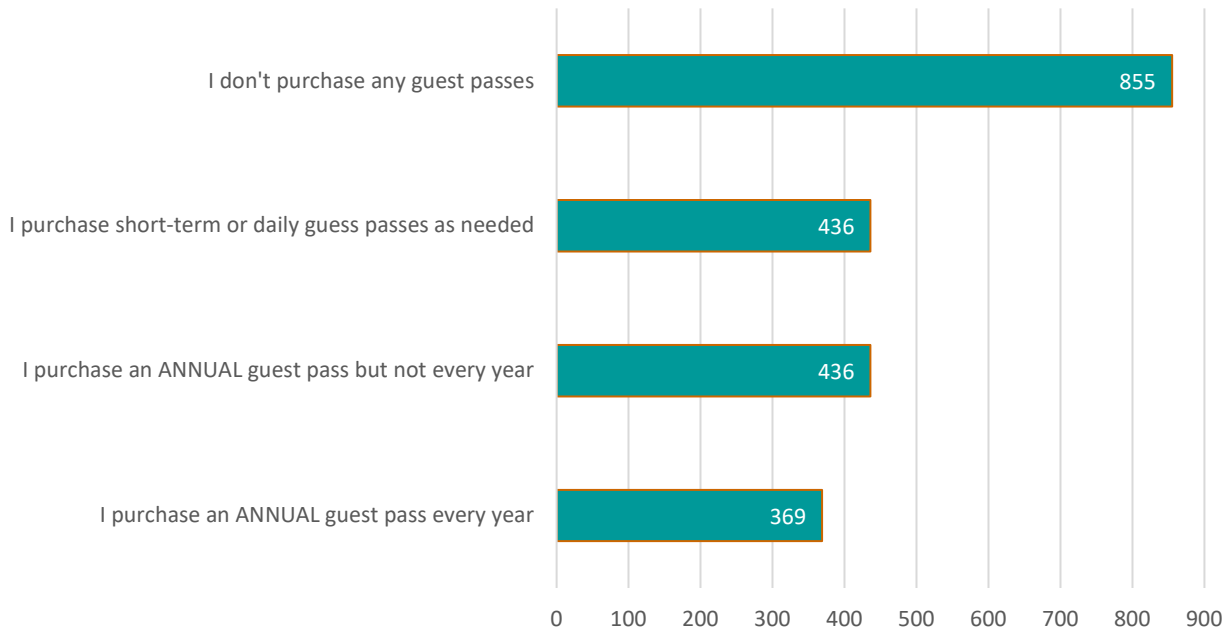
*I move to recommend to the Board, eliminating the Annual Guest Pass; add a 30-day “punch card” option once the software allows it; limit persons per guest pass to one; and limit guest passes to days, weeks, and 30 days.*

**Attachments:**

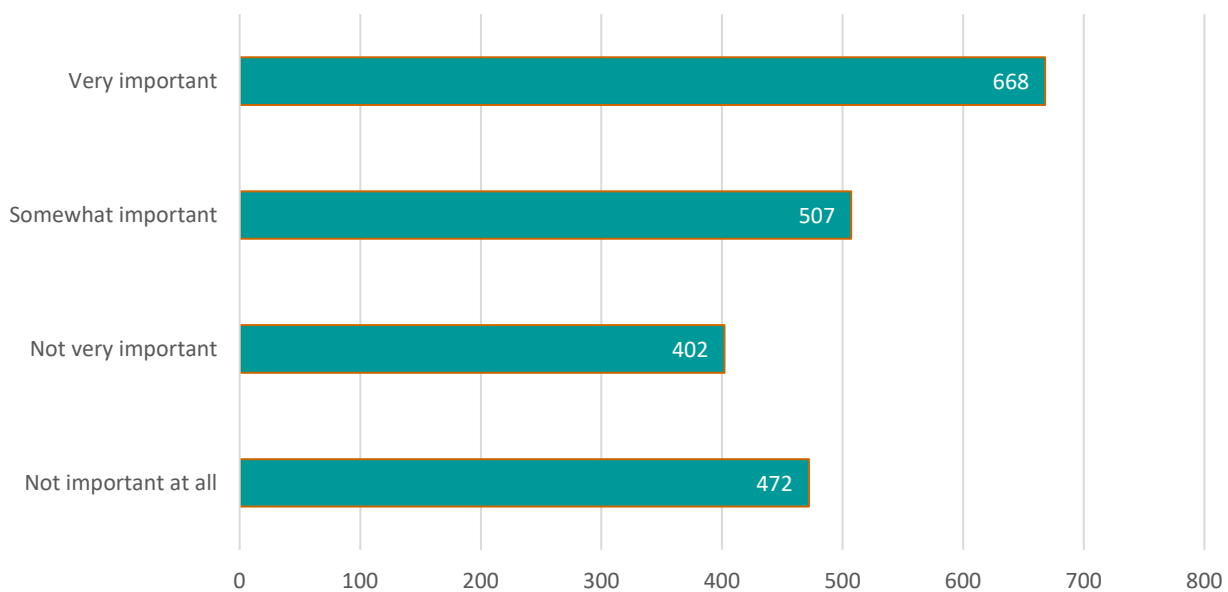
- 1) Guest Pass Survey Results
- 2) Guest Pass Data from Previous Meetings

**Guest Pass Survey Results**

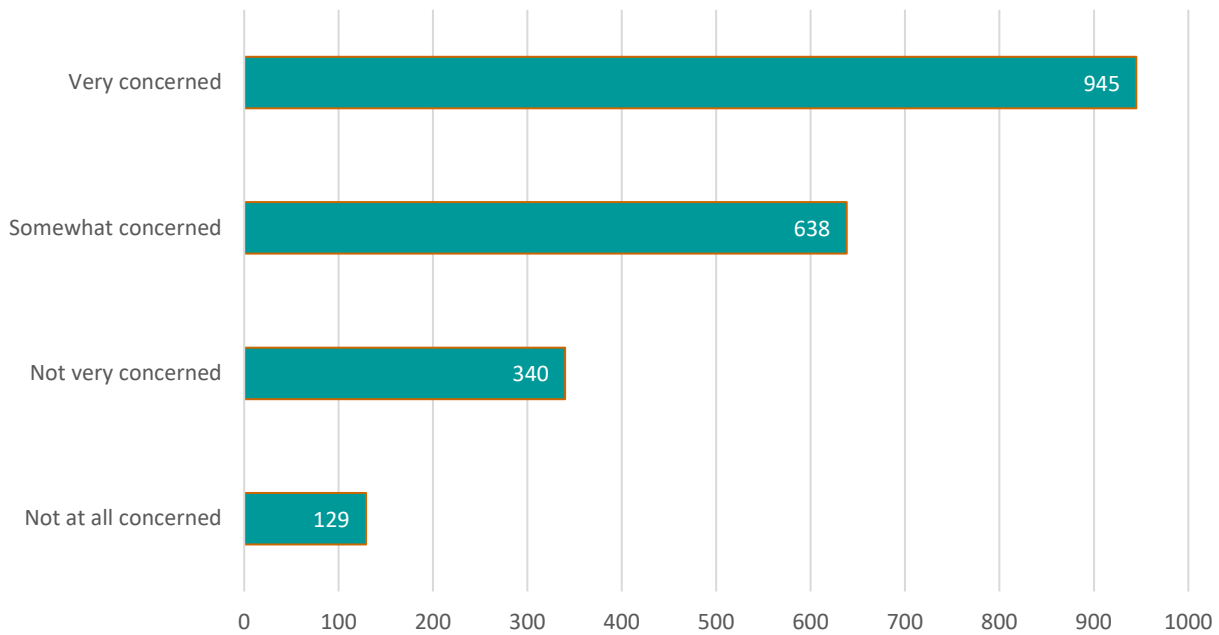
Q1. Check all that apply regarding the purchase of guest passes.



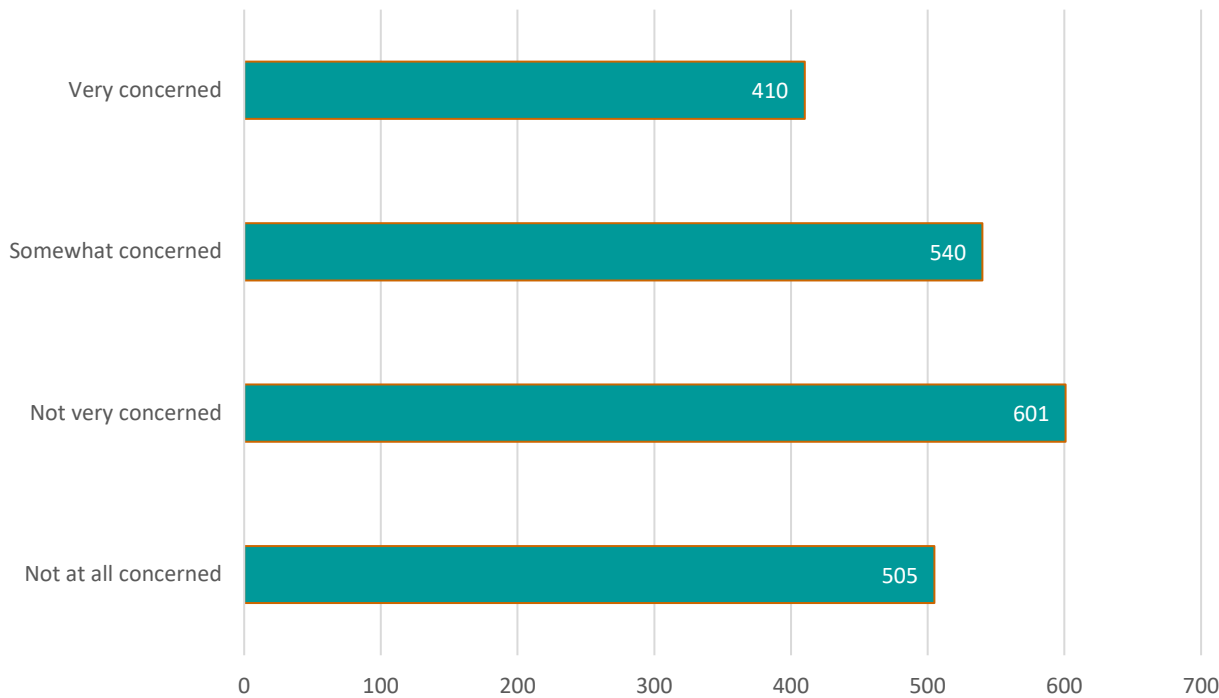
Q2. How important is it to you to have an ANNUAL guest pass option?



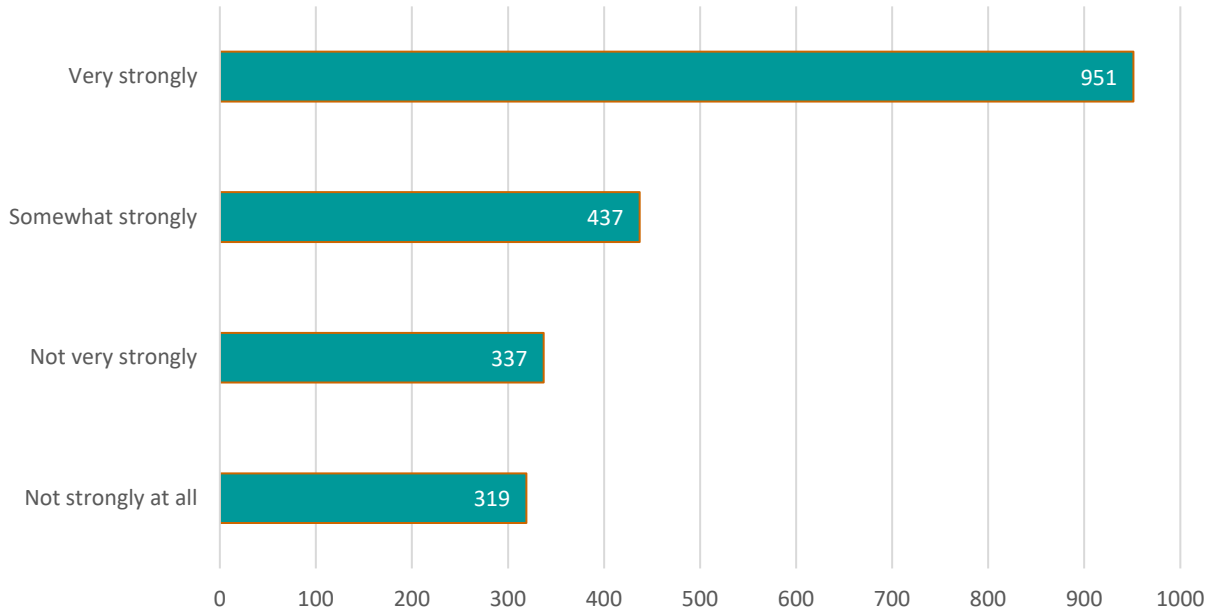
Q3. How concerned are you about unauthorized guests using GVR facilities?



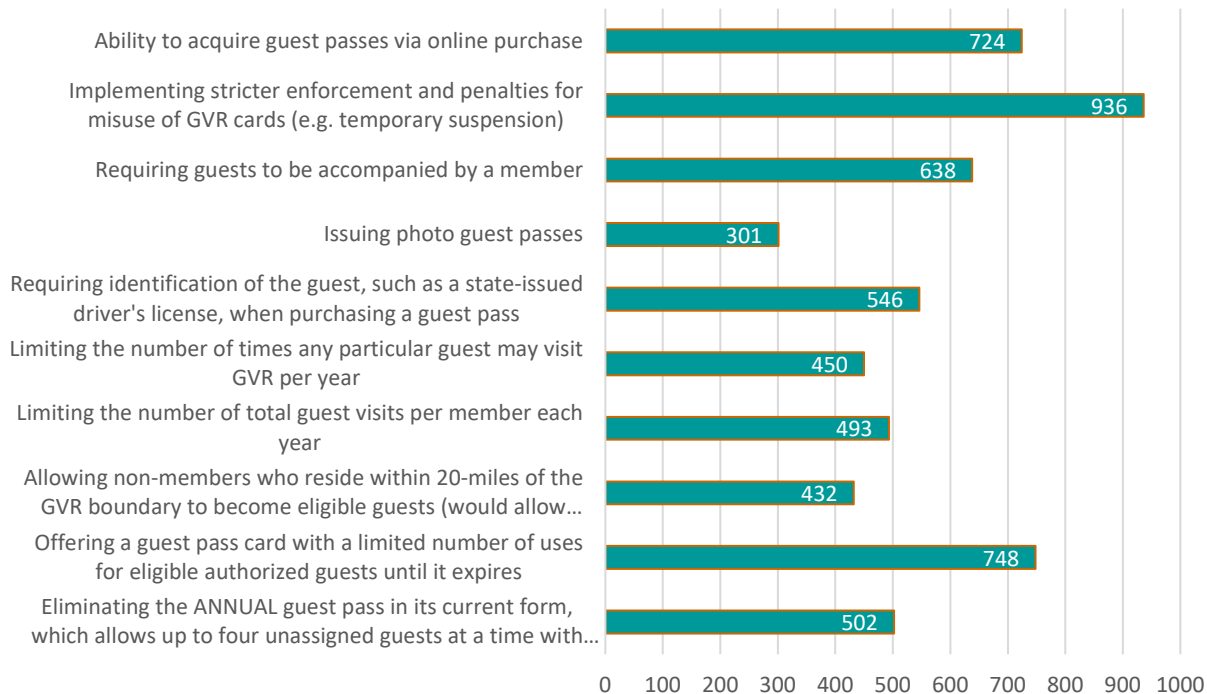
Q4. How concerned are you about authorized guests using GVR facilities without their host member present?



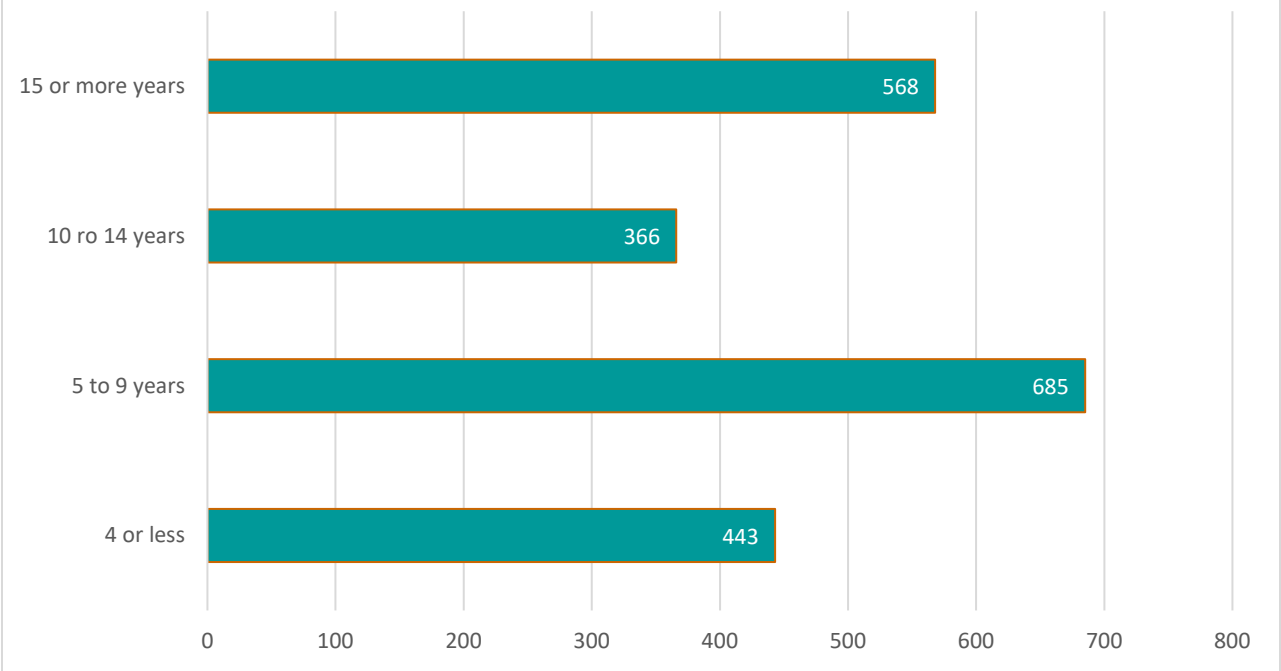
**Q5. How strongly do you believe GVR should keep the 20-mile rule which says non-members within a 20-mile radius of Green Valley are not eligible to use a guest pass?**



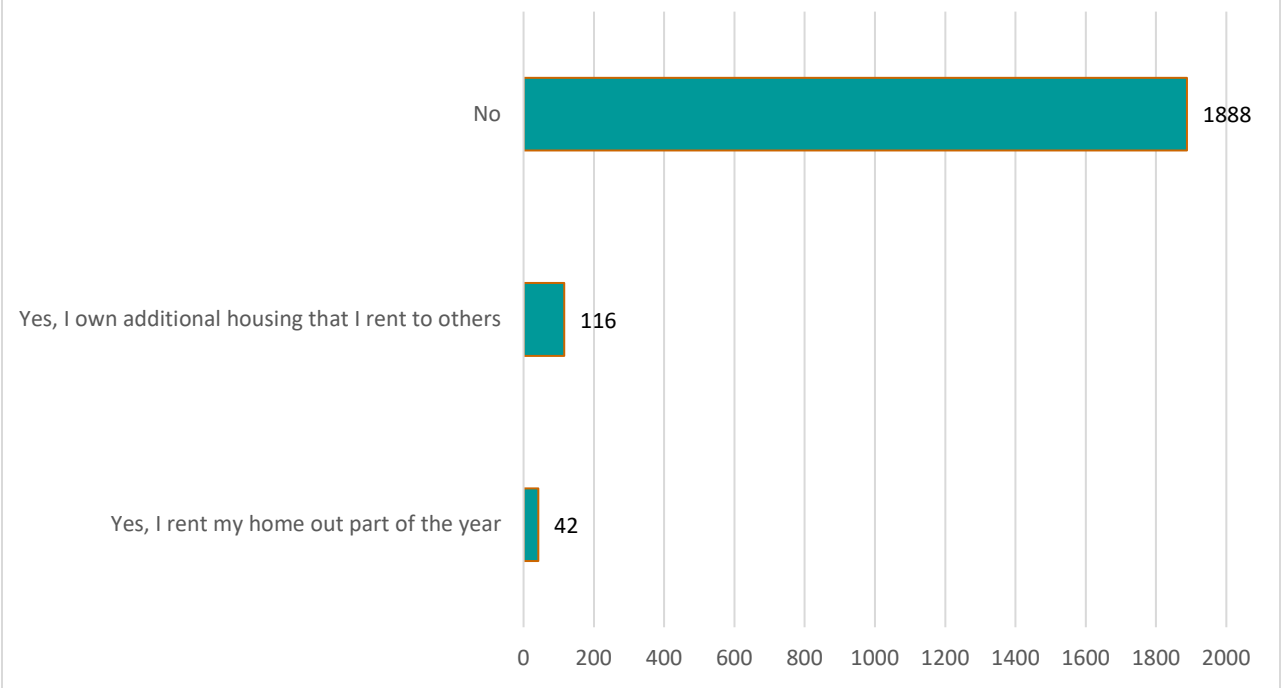
**Q6. Which of the following potential guest pass policy changes would you support?**



Q7. How many years have you been a GVR member?

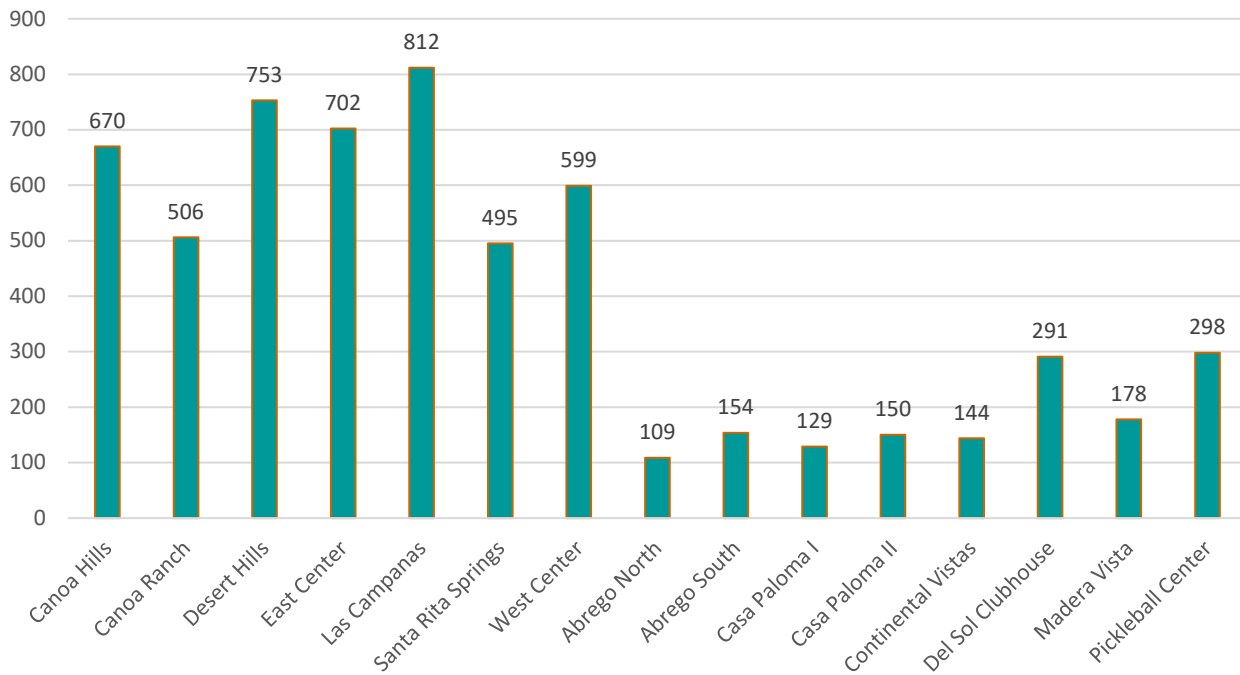


Q8. Within Green Valley, do you rent your home or own additional property that you rent to others? (Check all that apply)

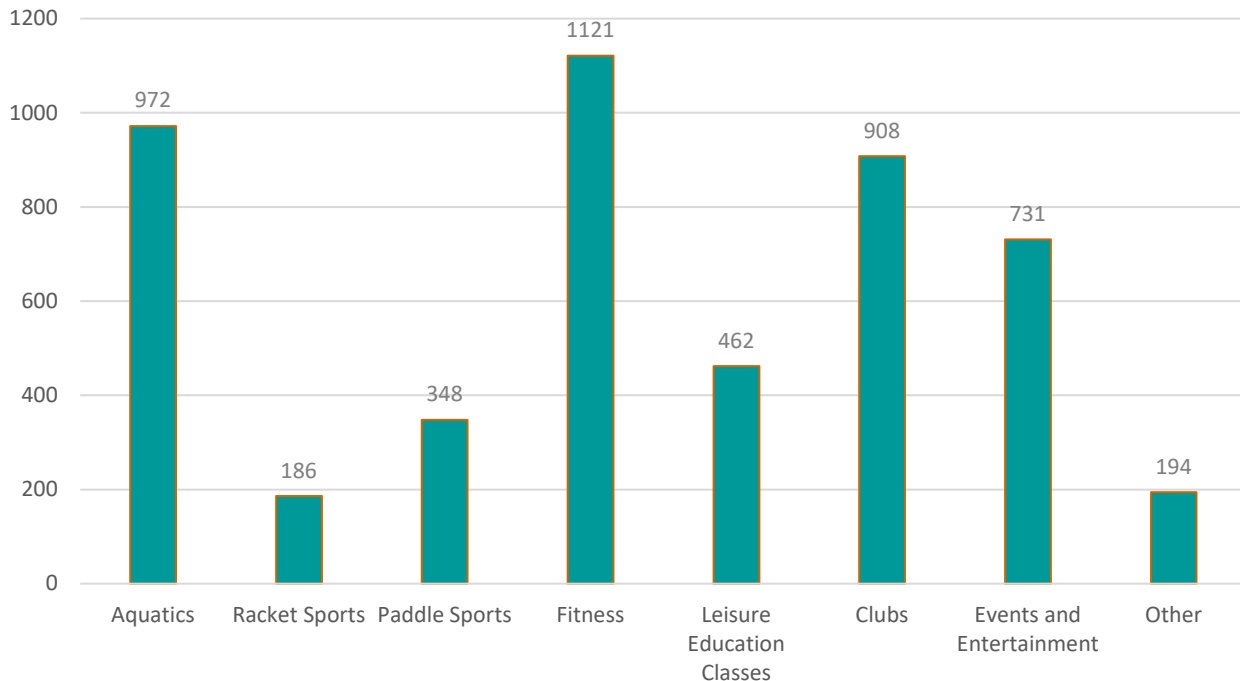




Q9. Which GVR facilities do you use most often? (check all that apply)



Q10. Which GVR activities do you participate in most often? (check all that apply)



## **Q11 Any additional comments about guest passes?**

### **1. Concerns About Misuse / Abuse of Guest Passes**

**Mentions: 126**

- Allowing people 20 miles radius outside of Green Valley to use the facilities is not fair to us that are paying for them. And it makes the facilities more crowded. But no matter how you change the rules, if they aren't enforced, it's not going to achieve anything. I believe strict penalties should be posted clearly in newsletters, etc. & imposed upon owners who allow unauthorized people to use guest passes. You obviously can't have monitors at every center all the time, but there should be a way electronically to monitor the number of times a guest pass is used. And when monitors are present, they should do spot checks, - and advertise ahead of time to owners that this will be done, & people will have to carry ID. Penalties could be monetary and/or revocation of their guest pass for a year.
  - Anyone and everyone abusing a guess pass should permanently lose the use of the guest pass. Keep GVR for members only.
  - Aware of the abuse of Guest Passes. It might be explained better when they purchase a guest pass. Have them initial they know the 20-mile rule.
  - Been abused for years. Not just snowbirds...very common. Cards & pool are the worst offenders
  - Consider fencing more remote facilities that could be misused and have a keycard reader for GVR members only.
- 

### **2. Cost of Guest Passes (Too High / Suggestions for Pricing)**

**Mentions: 83**

- Anyone should be able to purchase a guest pass for the same yearly price that all homeowners pay per year. Roughly around \$500.
  - Charging a per visit fee for guests (but set to comfortably allow out-of-state friends to visit multiple times over a period of perhaps a week to 10 days, but discourage daily or weekly use by nearby "friends", perhaps letting members of nearby communities buy a full price membership?
  - Cheaper daily pass or cheap three day pass
  - Do not raise the price, keep the same guest pass use policies but find a way to crack down on illegal uses.
  - Don't change a thing, except maybe make them less expensive
  - Each GVR member should receive an annual visitor pass at no cost. The cards should need to be activated (online or in the office) for each use, indicating the names of the visitor (s) and the days they will be using the pass. If necessary, there could be limits on the number of person/days available with additional person/days being available for an additional charge.
-

### **3. Restrict Guest Pass Use (e.g., Limit Guests, Duration, or Visits)**

**Mentions: 74**

- Eliminating the purchase of a pass for the pool. May have guests for short visit that would only use pool accompanied member. Understand if you have people using long term
  - Guest passes should be strictly limited and abuse addressed quickly (forfeiture of guest pass privileges at a minimum) since abuse seems to be rampant.
  - Guest need to be accompanied by GVR members. Guest need to be limited to the amount of time they use the fitness/weight rooms
- 

### **4. Replace or Modify the Annual Guest Pass**

**Mentions: 58**

- All guest passes should be treated the same. Whatever changes are made should apply to both the Annual Pass and the Complimentary Pass given to single households.
  - Eliminate annual passes
  - End the Annual Guest Pass program its being abused. It's an insult to members who pay yearly dues and have paid fee to join GVR.
  - For us, the cost of an annual pass doesn't make sense since we only get one or two visitors every year. A quarterly pass with an expiration date makes more sense as our visitors tend to come in the first or second quarter each year.
  - Hopefully this will eliminate some of the crunches facilities experience during the winter season. The facilities are excellent and well maintained. Invoking financial penalties on members who abuse the Guest Passes should be considered.
- 

### **5. Member Presence / Accountability**

**Mentions: 29**

- Identify and designate a GVR facility that has the least amount of visitors/traffic as a "GUEST ONLY" facility when NOT accompanied by a GVR Member. Allow guests to accompany GVR Host members to any GVR facility. Consider charging Guests under the 20 mile radius a daily charge and only allow access to the designated GUESTS ONLY facility. Have a third color card for guests under the 20 mile GUEST CARD for easier identification and accountability.
  - Each guest should be accompanied by the member. Members should be responsible for their guest abiding by GVR rules and/or property damaged by their guest. Any guest who displays bad behavior should be asked to leave as well as their GVR member. After 3 times being told to leave or complaints, the GVR member should lose their privileges for 3 months and the guest will be banned for good.
  - Guest passes should only be issued to adults with children being required to be accompanied by adult. The issuance of photo IDs would probably need some accommodation for times when the offices are closed. Such a password would only be valid on weekends or holidays when the offices are closed, pending the issuance of a photo ID.
  - Guests need to be accompanied by members.
  - Members can give their guests the rules and hope that they follow them. No need for a member to accompany a guest.
- 

### **6. Grandchildren / Family Access**

**Mentions: 88**

- \$80 per year for an Annual Guest Pass. I don't buy individual days for guests, as I don't want to end up paying more than that if I have family & friends coming for more than 5 days in a year.

- Annual guest passes are a very good and essential feature of the community. Family and friend visitors are important. However, abuse should not be tolerated.
  - Charge a fee for all guests, children and adults. It could be a significant revenue opportunity. Implement guest passes as needed. Example: Guest (s) visiting for 1 week, \$5 per day per guest. Make this process available via online and give a barcode to use and track time frame and how many times used. If used outside of what purchased for, red light and member gets reported for misuse.
  - Do not like kids in the pool. They scream and carry-on.
  - Each member of household that pays dues should be allowed to have at least 4 guest use facilities when family or friends come to town... not including small children.
  - Guests should be treated as family!
- 

## **7. Guest Identification / Tracking**

### **Mentions: 201**

- All non-members that belong should need a photo guess pass and cameras should be at all check in points.
  - Allowing nearby residents to be guests only works if the host has to buy a guest pass for each visit (or prepay for a set number of visits).
  - Apply a fine that is substantial, or suspend the guest cards permanently for abusive members.
  - At West Center we notice a lot of families coming in and not scanning their cards. For those of us who are member, pay our dues and respect the properties it can be difficult to have so many people at the pools who are not eligible.
- 

## **8. Local Access (Mileage Limit Debates)**

### **Mentions: 55**

- Guests should be paying more than the residence pay annually. And maybe looking at how many passes are issued a year. How many passes each resident are allowed? Maybe that's only two?
  - Eliminating the 20 mile radius will allow members to bring guests to a function that live in non-GVR properties. Should be a limit to the number of times each guest can attend/use the facilities.
  - For the most part we do not see an issue with the guest pass policy. we have always purchased the pass but discovered it would have probably been cheaper to purchase a day pass versus the year pass. as we end up not going 7 times with our guests. I have personally not witnessed "abuse" of the policy however I am sure it exists. I also think the \$70 annual fee is a perfect fee...anything higher I might not want to purchase, and anything lower I would for sure purchase, as a result GVR in my opinion is maximizing revenue with this price point. As for the 20 mile radius, I strongly believe in this, the problem may be small today but with the continued growth in the area the situation will get worse quickly, better to stay ahead of the situation and emphasize repercussions for violators of this rule. Ask anyone outside of the GVR area and they all say they wish they had the GVR, that to me only reinforces the need of a strong 20-mile radius policy.
- 

## **9. Keep the Current Policy As-Is**

### **Mentions: 17**

- Guest pass abuse has been a problem for years. If GVR is going to continue with the current policy, then severe policies such as suspension and revocation of guest cards is the best option to curtail abuse.
- I don't have a problem with the current policy.
- I like the current policy. I support the random checking of all passes and agree that abuses should be addressed on a case by case basis.

- I think the current policy is good. Policing seems to be the problem. We need volunteers to monitor as we did in the past. Including surrounding areas within 20 miles would put a burden on our facilities and concerns of them becoming overcrowded.
  - I'm happy GVR is looking into this issue. Unauthorized use or abuse of the current policy means that I am subsidizing others who don't want to pay their share to cover operational expenses.
- 

## **10. Alternative Solutions & Ideas**

### **Mentions: 12**

- Different options would be good.
- I agree with eliminating guest pass policy in its current form. GVR members pay close to \$3,000 when we purchase our homes (deed) and pay \$550.00 per year in dues. It is not fair that non-members or guest(s) get a very discounted use privileges or no fee at all to use our recreation centers. We all know there are people out there that will seek every opportunity to abuse the system and that is unfortunate. A couple options I can think of beyond the elimination the guest pass policy:  
Underutilized summer use of centers (1) Possible summer closure of a couple of centers... use profit to replace outdated furnishes etc. 2) In an effort to bring two of the largest retirement communities together (GVR and Quail Creek ONLY) allow interchangeable access for the summer only. Both communities would have (summer) access to all facilities and recreation. Possible 3/4 month fee during summer down time. The community's cards (GVR/Quail Creek) can be used for access.
- I do not want limited passes nor picture id passes. We have family that visit at different times and I want everyone to be able to use the pass when they come.
- I like having guest passes for my family and friends to use. My son gets up at 6:00 or 7:00 to use the weight room. I don't want to have to accompany him as I am still sleeping. The beauty of the guest pass is that my family members can do their thing, I can do mine and we can meet up later in the day. We all have different exercise routines and interests.
- Perhaps guest passes could be purchased on a weekly basis, which is about how long our family would be visiting at any one time. At most we would use that 3x a year. We do think that if the annual guest pass continues, it should start when purchased.

## Guest Pass Data from Previous Meetings

### Further Defining the Policy

The following items are not currently specified in our guest policy, but staff recommends adding them:

- Family who resides in the property (e.g. spouse, sister) and non-member neighbors do not qualify as guests.
- Renters are not guests, this includes AirBnB and Vrbo renters. Renters must acquire a Tenant Card if they intend to use the facilities.
- Guests may be asked to present an ID along with the Guest Card.
- Regular Members, Assigned Members, Tenants, and Life Care Members are responsible for making guests aware of GVR's Code of Conduct, policies, and rules. Members/Tenants are liable for any penalties resulting from guest violations.
- Violations of the guest card policy may result in suspension of the guest card, suspension of the Member card, and/or suspension of further Guest Card privileges. This includes loaning Guest and Complimentary Cards to unauthorized individuals.

### Previously Presented Suggestions

- Guests of Members must provide a state issued ID at the time of purchase, and sign a waiver; Guest names and picture will appear on the Guest Card.

AND/OR

- Members are limited to purchasing 30 Guest Cards per year.
- Guest Cards may be purchased in a maximum of five-day increments and may not exceed 30- days in the calendar year. No additional Guest Passes will be issued for the guest once the 30-day threshold has been met.
- Members will be limited to a maximum of six Guest Cards per household on any given day.
- Fees for the Guest Card could be reduced to \$5 per day per Guest.
  - Consider a card deposit fee (\$5). This fee would be assessed during the initial purchase, if the member returns the guest pass to GVR, we will refund the \$5 card deposit fee. This will help reduce the number of inactive cards available for misuse.
- Alternatively, consider an initial card fee (\$5), this will encourage members to reuse the cards. If they do not bring the card back to be renewed, an additional card fee will be added to the cost. This will help GVR with the cost of the cards, but will not reduce the number of inactive cards out in the community. Complimentary Guest Cards will be transitioned to traditional Guest Cards. The same rules will apply with the following exception: single member owner accounts will be noted and there will be no fee assessed at the time of purchase. These accounts will be eligible for one free card at a time, any additional guests would require a Guest Pass.

### Punch Pass

- GVR Members may purchase a ten (10) day punch pass for \$xx which allows for one (1) adult per day.
- Members will be limited to a maximum of six Guest Cards per household on any given day.

### Guest Policies at Other Communities

#### Saddlebrook

- Guest cards may be obtained by a member/owner, associate member or renter at the SBHOA#2 Administration Office. These cards are issued for a maximum of 15 days and can be renewed for an additional 15 days during any 12-month period. No further cards will be issued to that guest during that period.

### **Saddlebrook Two**

- Guest cards are \$5.00 per person, payable by cash, check, credit card or member charge. Guest Cards apply to those 18 years of age or older. Guest Cards can ONLY be issued for 30-days in a 12-month period. You can have up to six cards activated at once.

### **Quail Creek**

- Guest cards are issued to guests over 18 and can be issued for 30 days maximum per calendar year.
- Guest Pass cards are issued for a maximum of fifteen (15) days and can be renewed for an additional fifteen (15) days during any twelve (12) month period.

### **Festival Sun City**

- Guests must be sponsored by a Member in any Association facility and must adhere to all rules and regulations, including restrictions for health and safety.
- When sponsoring a guest, the Member must sign the guest in to the facility on the first day that the guest will be using the facility.
- Guest passes may be purchased in a maximum of five-day increments. Multiple day guest passes (either three or five visit guest passes) will be issued an expiration date of seven days from the date of purchase, enabling the guest to use the purchased day visits any day prior to the expiration date of the guest pass.
- Guests must show valid identification and the guest pass each time they enter the facility. There is no requirement for the Member to remain in the company of the guest.
- Guest use of facilities is limited to a maximum of six guests per household. Guest fees will be charged on a per day basis. Such fees will be established and updated from time to time by the Board of Directors.

### **Sun City West**

- Your guests are welcome here, however as all facilities are private and for the exclusive use of Association members, your guests are required to follow all Association rules. Their presence shall not interfere with the peaceful enjoyment of the facilities by the members.
- Sun City West residents who are not members of the Association may NOT use the facilities as guests. If they are living in the household of a member, they may purchase an Associate Membership.
- All guests must be checked in by a member when visiting facilities. The appropriate fee will be deducted from the host's Member Credit account. With this payment, the guest will receive a printed receipt from the monitor. The receipt must be retained for the remainder of the day and will serve as evidence of payment for that guest(s), who may then use other facilities for the remainder of the day at no additional charge.

### **Rancho Sahuarita**

- Memberships to use Rancho Sahuarita amenities are never sold to non-Rancho Sahuarita residents.
- Residents may purchase guest passes for non-residents to use Rancho Sahuarita amenities. Guest passes must be purchased for all guests, and residents are limited to five guests per household per day.
- Guest Pass Pricing:
  - Single Adult Day Pass (age 13+): \$10
  - Single Child Day Pass (age 4-12): \$5
  - 20 Adult Pass Package: \$75
  - 20 Child Pass Package: \$37.50
  - 10 Adult Pass Package: \$50
  - 10 Child Pass Package: \$25(Passes expire 6 months after purchase)

## Purchase History

	Annual		Daily	
	# Purchased	\$ Collected	# Purchased	\$ Collected
2024	1191	\$89,325	344	\$3,440
2023	1043	\$73,010	414	\$4,410
2022	1148	\$80,360	393	\$3,390

## Annual Guest Card Stats (2024)

The following is a list of the AGCs that were purchased in January of 2024. ***This is only a sampling of the misuse.*** It is likely the 30+ day use are Tenants where the member left a card in the property. Alternatively, members may be sharing the cards with local non-GVR residents who are regularly using GVR facilities.

326 Annual Guest Cards purchased in January of 2024 Filtered out replacement cards, leaving us with 317 Of the 317 AGC's:

44 were not scanned/used at

all 15 were used 1 time

15 were used 2 times

6 were used 3 times

9 were used 6 times

7 were used 7 times

8 were used 8 times

6 were used 9 times

10 were used 10 times

6 were used 11 times

7 were used 12 times

3 were used 13 times

7 were used 14 times

5 were used 15 times

3 were used 16 times

7 were used 17 times

6 were used 18 times

4 were used 19 times

5 were used 20 times

2 were used 21 times

2 were used 22 times

3 were used 23 times

1 was used 24 times

4 were used 25 times

6 were used 26 times

1 was used 27 times

6 were used 28 times

4 were used 29 times

4 were used 30 times

3 were used 31 times

3 were used 33 times

2 were used 34 times

1 was used 35 times

2 were used 36 times

1 was used 37 times

4 were used 38 times

4 were used 39 times

3 were used 40 times

3 were used 41 times

1 was used 42 times

3 were used 43 times

2 were used 44 times

2 were used 45 times

2 were used 46 times

3 were used 47 times

3 were used 48 times

1 was used 49 times

2 were used 50 times

1 was used 52 times

2 were used 53 times

1 was used 55 times

1 was used 56 times

2 were used 58 times

1 was used 59 times

2 were used 60 times

1 was used 61 times

2 were used 64 times

2 were used 69 times

1 was used 70 times

3 were used 71 times

1 was used 72 times

2 were used 74 times

1 was used 75 times

2 were used 76 times

2 were used 77 times

2 were used 79 times



2 were used 81 times  
1 was used 87 times  
1 was used 92 times  
1 was used 105 times  
1 was used 138 times  
1 was used 143 times  
1 was used 190 times

1 was used 203 times  
1 was used 234 times  
1 was used 260 times  
1 was used 264 times  
1 was used 306 times  
1 was used 574 times

### **Protecting GVR Membership Integrity**

The data shows: **Annual Guest Cards (AGCs) and Complimentary Guest Cards (CGCs) are being misused at an increasing rate.** While GVR's guest policy was designed to provide members with a way to host temporary visitors, the reality is that a significant number of guest cards are being used in ways that circumvent GVR membership requirements.

This misuse undermines the value of membership, creates additional wear and tear on our facilities which can create a financial strain on GVR, and leads to frustration among paying members. To address this issue and align GVR with industry best practices, we recommend policy changes.



Green Valley Recreation, Inc.  
**Board Affairs Committee Meeting**  
**Proposed Bylaws Amendments**

**Prepared By:** Scott Somers, CEO

**Meeting Date:** August 12, 2025

**Presented By:** Scott Somers, CEO

**Originating Committee / Department:**

Administrative

**Action Requested:**

Discuss and consider developing recommendations to the Board for the 2026 Ballot concerning amendments to the Bylaws.

**Strategic Plan Goal:**

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

**Background Justification:**

The Bylaws were last amended by member vote on March 14, 2024. The Board elected to refrain from asking the membership for any Bylaws changes in 2025, but to consider recommending changes in 2026.

BoardSource and Alexander/Carrillo Consulting have been utilized and referenced in the past to identify best practices for nonprofit boards. Some of these recommendations are cited below and appropriately apply to GVR. However, Alexander/Carrillo has stated that GVR is not a typical nonprofit organization for several reasons, particularly since Board members are elected by the general membership and not appointed by a sitting board. GVR therefore, functions much like a municipality in certain aspects such as its elections. The GVR Board is not involved in fund raising, a typical duty and function of most nonprofit boards. GVR is significantly larger than most nonprofits and therefore maintains professional staff to perform day-to-day operations.

The following recommendations have been either developed or proposed by the Fiscal Affairs Committee (FAC), individual Board members, and/or staff:

**Term Limits: Article V, Section 1, A: Term of Office**

Several individual Board members have suggested asking the membership to limit terms of office on the Board to no more than a total of two (2) terms, regardless of the terms being consecutive or not.

BoardSource recommends boards adopt term limits. "Regular turnover among board members encourages the board to pay attention to its composition, helps to avoid stagnation, offers opportunities to expand the board's circle of contacts and influence, and provides a respectful and efficient method for removing unproductive members." "Seventy-one percent of nonprofit boards have term limits for board members, and the most common are two consecutive three-year terms."

**Elections Process: Article V, Section 2, A & B: Nominating Process**

Recommended changes update language to reflect current practice of eligible members submitting their name to run for the Board rather than being nominated by the Nominations and Elections Committee.

**Increase Check Signing Authority: Article VII, Section 4, E: Signing of Checks**

The Fiscal Affairs Committee recommends increasing check signing authority of the CEO from \$2,499 to \$9,999, primarily since Member Change Fee (MCF) refunds are currently \$3,100 and therefore are determined by Board policy.

**Governance and Committee Reform:**

**Article VIII, Section 1: Standing Committees**

Much has been said about thoughtfully recognizing and identifying the purpose and role of Board advisory committees. BoardSource says, “The board’s standing committee structure should be lean and strategic and complemented by the use of task forces. Only ongoing board activities warrant a standing committee.” A committee’s “role is to help structure and manage the board’s work.” BoardSource recommends considering the following questions when evaluating your board committee structure:

1. Are committee assignments distributed evenly across the board so that every member has a chance to be involved in committee work?
2. Do your board committees foster, rather than hinder, board-staff interaction and cooperation and deepen the board’s understanding of the issues that have an impact on the life of your organization?
3. Are any of your committees duplicating another committee’s work or the staff’s work?
4. Has a standing committee that had important work to do in the past completed its objective and taken on work that may have yet to be sanctioned by the board to occupy its time?
5. Does your board have so many committees that your board members are stretched thin and need to attend too many meetings?
6. Are there standing committees that could evolve into task forces to accomplish specific objectives within set time frames?
7. Are your board committees focused on policy and strategic work? Or are they involved in operations, which is usually the staff’s responsibility?

The easiest way to keep the committee structure simple and flexible is to limit the number of standing committees to the bare minimum and to supplement these with task forces and ad hoc committees (BoardSource). According to Leading with Intent, the most common standing board committees are finance; executive; fundraising/development; and governance/nominating. Finally, does each committee have significant ongoing and important work to do? If a committee does not have enough work, it should be disbanded.

Based on these questions and recommendations, staff recommends the following committee and ad hoc committee changes:

Nominations and Elections: eliminate and transfer remaining duties to Board Affairs

Planning and Evaluation: eliminate and transfer remaining duties to Fiscal Affairs

Investments: eliminate standing committee and transition to an as needed ad hoc committee

Board Affairs: maintain and take on remaining Nominations and Elections duties

Fiscal Affairs: maintain and take on remaining Planning and Evaluation duties

Audit: maintain, although technically a Special Committee

Article VIII, Section 3: Composition of Committees

Since committees provide policy advice to the Board and not the committee chairperson, committee members should be responsible and accountable to the Board and not the chairperson who appointed them to and may remove them from the committee. Appointing members to committees should be consistent with all other action items that come before the Board – a motion to appoint, followed by a second, followed by a vote. This new process would help to mitigate against political parties and factions that have historically dominated the makeup, composition, and agenda of advisory committees.

Article VIII, Section 4: Subcommittees

Removes reference to the Nominations and Elections Committee.

Article VIII, Section 5: Open Meetings

Requires all committee, subcommittee, and working session meetings to be open to members of the Corporation. This change supports and increases transparency.

**Committee Options:**

- 1) Develop recommendations to the Board for the 2026 Ballot concerning amendments to the Bylaws.
- 2) Recommend to the Board to not pursue Bylaws changes in 2026.

**Staff Recommendation:**

Option #1

**Recommended Motion:**

*I move to recommend to the Board amendments to the Bylaws as presented.*

**Attachments:**

- 1) Proposed redline amendments to the Bylaws

# 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**

- A. 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. 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.
- C. 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.
- D. Commercial Residential/Care Facility (CRCF) is a commercial property that leases residential units and/or provides its residents 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, CRCF 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, CRCF Residents and Tenants. Identification may be obtained for Additional Card

Holders pursuant to policies established by the Board of Directors. 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 Members, Assigned Members, CRCF 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 Member, Assigned Member, Life Care Member, CRCF 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 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 member, upon becoming a member, shall pay any applicable initial fees as established by the Board of Directors.
- B. A GVR 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 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 10<sup>th</sup> 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 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 Elections 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. Any regular member of the Corporation, in good standing, may submit a Candidate Application by the deadline~~ The slate of applicants nominees shall be posted and be available to all regular members at least 90 days prior to the Annual Meeting.
- B. Following the Candidate Application deadline, if there is interest in running for a Board of Director position, 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. See the Corporate Policy Manual for instructions on filing. Such nomination petitions shall be filed with the Secretary. The petition process shall be completed not less than 60 days before the Annual Meeting. The Secretary shall then add the names of these nominees candidates shall be added to the slate of nominees candidates 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 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~~10,000.00 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~~10,000.00 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 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 shall establish the following Standing Committees: Board Affairs, and Fiscal Affairs, ~~Nominations & Elections, Planning and Evaluation, and Investments, and may establish additional committees which shall be identified in the Corporate Policy Manual.~~ 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. The committee member appointment process shall be determined by Board policy within the Corporate Policy Manual and may be amended from time to time OR committee members shall be appointed by the Board of Directors. 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 to members of the Corporation.

# **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 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