

From: Mark Kelley <MKelley@gvrec.org>
Sent: Thursday, December 24, 2020 7:37:17 AM
To: Mike Zelenak <mzelenak@gvrec.org>
Cc: Wendy Ehrlich, Esq. <wehrlich@comcast.net>; GVR Board <gvrboard@gvrec.org>
Subject: RE: Bylaws questions

Mike,

At the macro level, why was no reference to the Policy Governance Manual included in the bylaws? It is as important than the Corporate Policy Manual as it provides overall direction rather than specific, poorly worded or lacking specifics. Both manuals should be refence and use in the governance of the organization.

At a micro level, why propose a change to the definition of "budget" in new 6.7? What was the thinking here?

MK

From: Mike Zelenak <mzelenak@gvrec.org>
Sent: Thursday, December 24, 2020 8:27 AM
To: Mark Kelley <MKelley@gvrec.org>
Cc: Wendy Ehrlich, Esq. <wehrlich@comcast.net>; GVR Board <gvrboard@gvrec.org>
Subject: Re: Bylaws questions

Mark, considerable effort was expended, to not insert significant change so the members could be assured that we were not pulling the rug out from under them. While it has been rearranged, that is to allow a smoother read, if you spend any energy in comparison with the old set, you will see that. This is purposeful, not an accident. It's thought changing anything other than the items to date it to Arizona law, would be counterproductive.

Any other real changes should be considered separate to the restatement. Otherwise calling it a "restatement" would not accurately describe the document. As I said in the meeting that seems to be displaced, is this is supposed to update us to reflect AZ statues, not change them. The rearranging of the order was to improve the flow of the document.

Now any other changes that your suggesting such as, somehow injecting PG, or Dale's suggestion of adding this "sunshine law" clause were not considered because of the aforementioned reasons. They would need to be considered and debated on their own merits. As I mentioned previously the aim of the committee was for only one reason. The board affairs committee, and the board itself gave no other direction other than what we are recommending.

It seems late to consider these things now. Bylaws meetings were generally closed to protect GVRs attorney client privilege, but was always open to directors of which they were rarely attended. Dale has recently come on the board, so it's understandable that he would not have been aware of the committee charge, but all other directors had equal opportunity to attend and make suggestions. So unless there is a valid argument to not put this document on the ballot for member approval, I would encourage the directors to approve the document as it is, and address any additional changes to be amended the next governance year. Little by little would be the best strategy going forward.

Mz

From: Sandra Thornton <SThornton@gvrec.org>

Sent: Thursday, December 24, 2020 8:48 AM

To: Mike Zelenak <mzelenak@gvrec.org>

Cc: GVR Board <gvrboard@gvrec.org>; Wendy Ehrlich, Esq. <wehrlich@comcast.net>

Subject: Re: Bylaws questions

Article 4 Membership Fees and Dues

4.1 - Fees: What is the definition of Admission Fees?

4.4 - Delinquencies: A time for delinquent dues and payments of 10 days is unreasonable. It should remain 30 days.

Sandra
