



AGENDA

BOARD OF DIRECTORS SPECIAL MEETING

Wednesday, March 25, 2026 – 10:30am

West Center Auditorium / Zoom

*Code of Conduct

Directors: Dave Barker, Candy English, Bart Hillyer, Nellie Johnson, Kristy McCue, Chris McCrummen, Steve Reynolds, Lanny Smith, Barry Stock, Jodie Walker, Scott Somers (non-voting)

AGENDA TOPIC

- 1. Call to Order / Roll Call – Establish Quorum**
- 2. Amend/Adopt Agenda**
- 3. Action Items**
 - A. Nominations and Elections of Board Officers
 - B. Review Tentative Board Annual Calendar (Somers)
 - C. Discuss Structure and Selection of Committee Chairs and Committee Members (Somers)
 - D. Approve CFO Dave Dixon as Authorized GVR Representative for Banking Purposes (Webster)
- 4. Member Comments** - Regarding Consent Agenda and/or Non-Agenda Items. Speakers are asked to provide their name and GVR member number. Please limit comments to two (2) minutes.
- 5. Adjournment**



Green Valley Recreation, Inc.
Board of Directors Special Meeting
Election of Board Officers

Prepared By: Nanci Moyo, Admin. Sup.

Meeting Date: March 25, 2026

<p>Originating Department: Administration</p>
<p>Strategic Plan: Goal 5: Provide sound, effective governance and leadership for the corporation.</p>
<p>Action Requested: Elect Board Officers for the 2026-2027 Governance Year.</p>
<p>Background Justification: The Corporate Policy Manual (CPM) includes Part 2: Board of Directors, Section 2 – Officers Election. The procedure in this section of the CPM will be followed at the March 25, 2026, Special Meeting for electing the Board Officers for 2026-2027. The six offices include: President, Vice President, Secretary, Treasurer, Assistant Secretary, and Assistant Treasurer. The election will take place in the order of office listed.</p> <p>Bylaws Article VII, Section 3 – Election of Officers gives a description of the four officers positions: President, Vice President, Secretary and Treasurer.</p>
<p>Attachment:</p> <ol style="list-style-type: none"> 1) CPM Part 2: Board of Directors, Section 2 – Officers Election 2) Bylaws Article VII, Section 3 - Election of Officers

Corporate Policy Manual (CPM)

SECTION 2 - OFFICER ELECTIONS

2.2.1 General

- A. Election of Board Officers will be done by secret ballot. This is applicable to both the nominating ballots and the electing ballots.
- B. Nominations from the floor will not be accepted.
- C. Election for each office follows its seniority in the Bylaws: President, Vice President, Secretary, Treasurer, Assistant Secretary, and Assistant Treasurer.
- D. The current President, or in his/her stead, the CEO shall administer the election until the new President has been elected.

2.2.2 The Nominating Ballot

- A. The President will ask that nominating ballots be distributed to each Director.
- B. Each Director receiving a vote is nominated for that office.
- C. A nominating ballot cannot take the place of an electing ballot.
- D. Directors may nominate themselves for any Board office.
- E. Nominees must verbally indicate their willingness to serve before the electing ballot is distributed.
- F. The Chair will announce the names of the nominees and the number of nominations each received prior to the distribution of electing ballots.

2.2.3 The Electing Ballot

- A. A nominee is considered "elected" if he/she receives a majority of the votes cast.
- B. Balloting should be repeated as many times as necessary to obtain a majority vote for one candidate. The nominee receiving the lowest number of votes is never removed from the next ballot.
- C. If a stalemate persists, the rules may be suspended in order to consider alternatives such as eliminating the candidate with the lowest number of votes. The motion to suspend the rules is not debatable and requires a 2/3 vote to pass.

Bylaws

ARTICLE VII — OFFICERS AND CHIEF EXECUTIVE OFFICER

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.



Green Valley Recreation, Inc.

Board of Directors Special Meeting

Discussion on the Tentative Board Annual Calendar

Prepared By: Nanci Moyo, Admin. Sup.

Meeting Date: March 25, 2026

Presented By: Scott Somers, CEO

Consent Agenda: No

Originating Committee / Department:

Administration

Action Requested:

Hold a discussion on the proposed tentative Annual Calendar for the Board of Directors meetings for March 2026 through March 2027.

Strategic Plan:

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

Background Justification:

The tentative annual calendar for the Board of Directors is approved at the first Regular Board Meeting following the Annual Meeting per Corporate Policy Manual (CPM) Part 2 Section 2.3.1.D.5. The approval of the Board Calendar is scheduled for April 22, 2026, Regular Board Meeting.

Having a discussion at this Special Meeting will be beneficial to provide a tentative Board calendar which reflects the Board's goals and timeline for the coming year.

Board Options:

- 1) Hold a discussion on the tentative Board Calendar to have ready for the April Regular Board Meeting.
- 2) Postpone the discussion until the Regular Board Meeting in April.

Staff Recommendation:

Option #1

Attachments:

- 1) Tentative Annual Board Calendar



BOARD OF DIRECTORS

Monday, March 23, 2026

2025-2026 MEETING SCHEDULE

(Tentative)

BOD Work Sessions / BOD Meetings

Date	Time	Loc	Agenda Items	Presenter
Wednesday, March 25, 2026	10:30am	WC/Auditorium	Board of Directors Special Meeting Board Officers Elections	President
Wednesday, April 8, 2026	9am	WC Room 2	Board of Directors Orientation (Lunch Provided)	
Wednesday, April 8, 2026	1pm	WC Room 2	Board of Directors Executive Session Legal	
Wednesday, April 8, 2026	3pm	WC Room 2/Zoom	Board of Directors Special Meeting Approval of Committee Chairs Approve Strategic Plan Consultant Contract	Somers Somers
Wednesday, April 22, 2026	2pm	WC Auditorium/Zoom	Board of Directors Regular Meeting	
Wednesday, May 13, 2026	2pm	WC Room 2/Zoom	Board of Directors Work Session	
Wednesday, May 27, 2026	2pm	WC Auditorium/Zoom	Board of Directors Regular Meeting	
Wednesday, June 10, 2026	2pm	WC Room 2/Zoom	Board of Directors Work Session	
Wednesday, June 24, 2026	2pm	WC Auditorium/Zoom	Board of Directors Regular Meeting	
Wednesday, July 8, 2026	2pm	WC Room 2/Zoom	Board of Directors Work Session	
Wednesday, July 22, 2026	2pm	WC Auditorium/Zoom	Board of Directors Regular Meeting	
Wednesday, August 12, 2026	2pm	WC Room 2/Zoom	Board of Directors Work Session	
Wednesday, August 26, 2026	2pm	WC Auditorium/Zoom	Board of Directors Regular Meeting	
Wednesday, September 9, 2026	2pm	WC Room 2/Zoom	Board of Directors Work Session	
Wednesday, September 23, 2026	2pm	WC Auditorium/Zoom	Board of Directors Regular Meeting	
Wednesday, October 14, 2026	2pm	WC Room 2/Zoom	Board of Directors Work Session	
Wednesday, October 28, 2026	2pm	WC Auditorium/Zoom	Board of Directors Regular Meeting	
Wednesday, November 18, 2026	2pm	WC Auditorium/Zoom	Board of Directors Regular Meeting	
Wednesday, December 9, 2026	2pm	WC Room 2/Zoom	Board of Directors Work Session	
Wednesday, December 23, 2026	2pm	WC Auditorium/Zoom	Board of Directors Regular Meeting	
Wednesday, January 13, 2027	2pm	WC Room 2/Zoom	Board of Directors Work Session	
Wednesday, January 27, 2027	2pm	WC Auditorium/Zoom	Board of Directors Regular Meeting	
Wednesday, February 10, 2027	2pm	WC Room 2/Zoom	Board of Directors Work Session	
Wednesday, February 24, 2027	2pm	WC Auditorium/Zoom	Board of Directors Regular Meeting	
Wednesday, March 17, 2027	2pm	WC Auditorium/Zoom	Board of Directors Regular Meeting	
Wednesday, March 24, 2027 or 31	9am	WC Auditorium/Zoom	Annual Meeting of the Corporation (Held within 90 days of the Fiscal Year ending)	

ANNUAL REMINDER LIST:

Fees Schedule/Late Fees - October Reg. Meeting
 GVR complete GVRF Request for Funding Grant Application for MAP - **every 3 years** Next time: 09012028
 Record Date for Member's Voting - October Reg. Meeting

POTENTIAL AGENDA ITEMS/STAFF ITEMS:

BOD Work Sessions / BOD Meetings

Date	Time	Loc	Agenda Items	Presenter
Board Annual Dues decision for each fiscal year on or before Nov. 15 - October Reg. Mtg.				
Approve Tentative Annual Calendar - April Reg. Mtg.				
Provide Board the Link to Website in October for Form 990				
Committee Action Plan Approval by Board - May Reg. Meeting				



Green Valley Recreation, Inc.

Board of Directors Special Meeting

Discuss Structure and Selection of Committee Chairs and Committee Members

Prepared By: Nanci Moyo, Admin. Sup.

Meeting Date: March 25, 2026

Presented By: Scott Somers, CEO

Consent Agenda: No

<p>Originating Committee / Department: Administration</p>
<p>Action Requested: Discuss Committee structure and the selection of Committee Chairs and Members to the Committees.</p>
<p>Strategic Plan: GOAL 5: Provide sound, effective governance and leadership for the corporation</p>
<p>Background Justification: Board Directors are eligible to serve as Chair of a Committee and serve as a member on a Committee or two. The Bylaws and Corporate Policy Manual (CPM) provide the guidelines for this process.</p> <p>Board Directors interested in a Chair position will speak with the President. At the Special Meeting on April 8 the Board will approve the Chair positions provided by the President. After the approval of Committee chairs, the CEO, Chair and President will meet to discuss the applications from the members.</p> <p>Due to the change in the Bylaw vote by the Membership on March 20, 2026, the Board will appoint the Committee Members as determined by the process outlined in the CPM.</p> <p>Committee applications for the general membership are due by April 10.</p>
<p>Board Options:</p> <ol style="list-style-type: none"> 1) Review and discuss the structure and selection of Committee Chairs and Members. 2) Postpone discussion until April 8, 2026, Special Meeting.
<p>Staff Recommendation: Option #1</p>
<p>Attachments:</p> <ol style="list-style-type: none"> 1) Bylaw Article VIII 2) Corporate Policy Manual Part 3 Section 1

BYLAWS

ARTICLE VIII – COMMITTEES OF THE BOARD OF DIRECTORS

Section 1: Standing Committees

The Board of Directors shall establish the following Standing Committees: Board Affairs, Fiscal Affairs, and Investments, and may establish additional committees which shall be identified in the Corporate Policy Manual.

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 appointed by the Board of Directors as determined by the process outlined in the Corporate Policy Manual. Committee members shall be members of The Corporation and/or members of the operations staff. The President shall be an ex-officio member of all committees excluding the Audit Committee.

Section 4: Subcommittees

Except for 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

With the exception of the Audit Committee, all other Committee meetings, subcommittee meetings and working session meetings are open to members of The Corporation.

Corporate Policy Manual

3.1.1.G.

Committee members shall be GVR members in good standing and must submit an application for a Committee appointment. The President, Chairperson, and CEO will review applications to recommend a slate to the Board at the April Regular Meeting. ~~After review of the applications the Chairperson will select Committee members and inform the Board of the appointments at the April meeting.~~ Staff, as liaisons to the Committees, will be selected by the CEO. Vacancies on the Committee during the year may be filled by the Chairperson after consulting with the President.



Green Valley Recreation, Inc.
Board of Directors Special Meeting

Approve Dave Dixon, CFO,

Prepared By: Nanci Moyo, Admin. Sup.

Meeting Date: March 25, 2026

Presented By: David Webster, CFO

Consent Agenda: No

<p>Originating Committee / Department: Administration</p>
<p>Action Requested: Approve Dave Dixon as authorized GVR representative and signer for banking purposes.</p>
<p>Strategic Plan: GOAL 5: Provide sound, effective governance and leadership for the corporation</p>
<p>Background Justification: Chase Bank requests Dave Dixon be on the bank paper work as the authorized GVR representative and signer.</p>
<p>Recommended Motion: Move to authorize Dave Dixon, CFO, to be the authorized GVR representative and signer for banking purposes.</p>