



MINUTES

Board Affairs Committee

Tuesday, July 11, 2023, 1:30pm
WC Room 2 / Zoom

Committee: Carol Crothers (Chair), Barbara Blake (arrived at 2:20pm), Bart Hillyer (left at 3:23pm), Ed Knop, Pat Reynolds, Dick Sutherland, Gail Vanderhoof, Jodie Walker, Marge Garneau (ex-officio), Scott Somers (CEO), Nanci Moyo (Liaison/Administrative Supervisor)

Board Attendees: Kathi Bachelor, Steve Gilbert

Visitors: 3 online

1. Call to Order / Roll Call – Establish Quorum

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

2. Approve Meeting Minutes: June 12, 2023

MOTION: Walker moved / Reynolds seconded to approve June 12, 2023, Meeting Minutes as presented.

Passed: unanimous

3. Chair Comments: There were none.

4. Business

1. Fee for Changing Resident Issue

After extensive discussion from the BAC and guest realtor, Cindy Webb, the BAC made a motion

MOTION: Crothers moved / Vanderhoof seconded to recommend to the Board to correct the CPM as follows: The GVR member owner of a primary residence who sells that residence and buys another primary residence within a 12 month period is entitled to a refund of the Membership Change Fee after presenting GVR with background material showing this was a change in primary residences.

Passed: 6 yes / 1 no (Sutherland)

2. Board Affairs Committee Charge

MOTION: Crothers moved / Walker seconded to change the wording in the CPM Part 3 Committees: 3.2.1.G to "Forward all BAC proposed revisions of the Articles of Incorporation or Bylaws to staff for submission to legal counsel for appropriate action. Any BAC approved change to the CPM which staff determines needs

legal review will also be submitted. Should legal counsel recommend a revision to a governing document, it will be returned to the Committee for final review before being presented to the Board for appropriate action.”

Passed: unanimous

MOTION: Vanderhoof moved / Walker seconded to approve Section 2 Board Affairs Committee 3.1.1 and 3.1.2 as amended in 3.2.1.G.

Passed: unanimous

MOTION: Blake moved / Vanderhoof seconded to recommend to the Board for approval the removal of BAC from the Club approval process found in Part 6 GVR Programs and Clubs: Section 6.2.1.F.G.H, 6.2.2.C, and 6.2.8.A.

Passed: unanimous

3. Bylaws: Top 5 or 6 Recommendations

Chair Crothers reviewed the top five Bylaw changes for the BAC to discuss. Other committee members suggested including in the top five the member definition and the number of members who receive a membership cards, and a Board Director must reside within the GVR Boundaries. Staff suggested the substantive changes from the Attorney to comply with Arizona Statutes should be included in the top five.

- First of the top five is Article VI, Section 2 Limits of Authority and Indebtedness. Three discussion points: 1) Keep the new wording “new or initiative type capital projects” (new projects); 2) The payment is currently at ten percent, but possible changes are to 12 or 15 percent; and 3) Change the budget wording to revenue. Other possibilities are “latest annual revenue” or “latest audited approved annual revenue.”

MOTION: Walker moved / Sutherland seconded to revise the language to include latest audited approved annual revenue and change the ten percent to 12 percent.

Passed: unanimous

- Second is Bylaws that conflict with AZ law. Article XII, Section 2 Availability of Records, Chair Crothers suggested changing the time for staff to produce a records request from at least five business days to two or three business days. Consensus of the Committee Members is to keep five business days.
- Third is changing the number of Directors from 12 to nine in Article IV Board of Directors, Section 1 Number of Directors (change 12 to nine) and Article V, Section 1 Term of Office (changing four Directors elected each year to three Directors elected each year). Suggested mechanics for moving from 12 to nine Directors is to vote for three Board Directors beginning the next election, after and if this Bylaw change passes. If a person resigns, that position is not refilled to get to the nine Directors. This may take three years. Once there are nine Directors on the Board, any resignations will be filled as stated in the CPM.
- Fourth is the qualifications to be a Director. After a lengthy discussion, Chair Crothers asked Committee member Pat Reynolds to write up a suggested wording for this section. This will go before the

- BAC in an email and then reviewed at the next meeting.
- Fifth is on allowing voting online and not allowing proxy voting. There was a consensus by Committee members to keep this in the top five.
 - Other possible changes to consider for the Bylaws include: 1) Minor changes suggested by the Attorney to align with AZ law; 2) Redo members definition and look at limiting memberships to no more than 2 per household; 3) Changing the election/nomination process, including eliminating petitions; and 4) Changing the committee section.
 - A suggestion was made to put the Attorney's changes to align with AZ law together for one vote. Chair Crothers asked Committee member Gail Vanderhoof to write up a suggested wording for this.

5. Member Comments: 0

6. Adjournment

MOTION: Walker moved / Sutherland seconded to adjourn the meeting at 3:38pm.

Passed: unanimous

Next Meeting: Tuesday, August 8, 2023, West Center, Room 2/Zoom, 1:30 – 3:30pm