



## **AGENDA**

### **Board Affairs Committee**

Tuesday, January 14, 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:** Bart Hillyer, Chair, Beth Dingman, April Hasson Hillard, Ed Knop, Joe Magliola, Pat Reynolds, Lanny Smith, Gail Vanderhoof, Jodie Walker, Marge Garneau (ex-officio), Scott Somers (CEO), Nanci Moyo (Administrative Supervisor/Liaison)

### **Agenda Topic**

- 1. Call to Order / Roll Call – Establish Quorum**
- 2. Approve Meeting Minutes:** November 12, 2024
- 3. Chair Comments**
- 4. Business**
  - a. Review Guest Pass Policy in CPM 1.2.2
  - b. Staff Proposal for Member Code of Conduct Changes in CPM 1.2.4
  - c. Discussion on Bylaw Changes for 2026
- 5. Member Comments**
- 6. Adjournment**

**Next Meeting:** Tuesday, March 14, 2025, West Center, Room 2/Zoom, 1:30-3:00pm



## MINUTES

### Board Affairs Committee

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

**Committee:** Bart Hillyer, Chair, Beth Dingman, April Hillard Hasson, Joe Magliola, Pat Reynolds, Lanny Smith, Gail Vanderhoof, Jodie Walker (arrived 2:06pm), Scott Somers (CEO), Nanci Moyo (Administrative Supervisor/Liaison)

**Absent:** Ed Knop

**Board Attendees:** Kathi Bachelor, Dave Barker, Barbara Blake, Nellie Johnson

**Visitors:** 1

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

Chair Hillyer called the meeting to order at 1:30pm MST and called roll.

**2. Approve Meeting Minutes:** August 13, 2024

**MOTION: Vanderhoof moved / Smith seconded to approve August 13, 2024, Meeting Minutes as presented.**

**Passed: unanimous**

**3. Chair Comments:**

- Carol Crothers resigned from the Board and BAC due to health reasons.
- April Hillard Hasson has joined the BAC. She introduced herself saying she embraces the recreation of the GVR life and wants to be involved with this great organization.

**4. Business**

a. Review CPM 1.2.6.K on Smoking and Vaping

The BAC reviewed and discussed CPM 1.2.6.K on Smoking and Vaping, along with the survey from the members on this topic.

**MOTION: Dingman moved / Vanderhoof seconded that the BAC recommend to the GVR Board of Directors to approve a ban on smoking and vaping throughout all GVR campuses.**

**Passed: 6 yes / 1 no (Hillyer)**

**5. Future Discussion Topics for January 2025 BAC Meeting:**

- a. Discussion on Bylaw Changes for 2026
- b. Staff Proposal for Member Code of Conduct Changes in CPM 1.2.4
- c. Review Guest Pass Policy in CPM 1.2.2

**6. Member Comments: 3**

**7. Adjournment**

**MOTION: Magliola / Hillard Hasson seconded to Adjourn the meeting at 2:07pm.**

**Passed: unanimous**

**Next Meeting:** Tuesday, January 14, 2025, West Center, Room 2/Zoom, 1:30 – 3:00pm

DRAFT



Green Valley Recreation, Inc.  
**Board Affairs Committee Meeting**  
**Review Guest Pass Policy in CPM 1.2.2**

**Prepared By:** Nanci Moyo, Admin. Sup.

**Meeting Date:** January 14, 2025

**Presented By:** Scott Somers, CEO

**Originating Committee / Department:**

Administration

**Action Requested:**

Hold a discussion on CPM 1.2.2 Guest Policy by reviewing the history, CPM and Bylaws. Bylaw Article II, Section 3: Definitions 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. The CPM 1.2.2.A states: Guest privileges are intended for temporary visitors of a Regular Member, Assigned Member, Tenant, CRCF Resident, or Life Care Member of GVR and who live outside a twenty (20) mile distance from established GVR boundaries.

**Background Justification:**

GVR is a private membership organization and our goal is to ensure we protect our members' interests which include members having proper accessibility to the facilities and amenities they pay for. Non-eligible guests add additional wear and tear on our equipment and facilities and can negatively impact the accessibility for our members.

GVR has long faced challenges with Guest Card misuse. 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 a Guest Card for tenants, Airbnb and VRBO rentals, and local friends.

**Strategic Plan Goal:**

Goal 3: Promote increased involvement of members in GVR.

**Attachments:**

- 1) Current Guest Policy
- 2) Survey of Similar Organizations
- 3) Decisions and Discussion Points
- 4) Staff Recommendations

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**Current Guest Policy****1.2.2 Guest Policy**

- A. Guest privileges are intended for temporary visitors of a Regular Member, Assigned Member, Tenant, CRCF Resident, or Life Care Member of GVR and who live outside a twenty (20) mile distance from established GVR boundaries.
- B. GVR Members, Assigned Members, Life Care Members and CRCF Residents may purchase one (1) annual guest card which allows for four (4) adults per visit with unlimited visits. Annual guest cards are valid through the end of the calendar year and fees are not prorated. No more than one (1) annual guest card may be purchased by a GVR Member regardless of the number of properties owned and may not be purchased for tenant-occupied properties.
- C. GVR Members, Assigned Members, Life Care Members, CRCF Residents, and Tenants may purchase daily guest cards which allow for four (4) adults on a specific day.
- D. Adult guests 18 years of age and older are required to have a valid guest card when visiting GVR facilities.
- E. Guests under the age of 18 do not require guest cards and must be accompanied by an adult with privileges to use GVR facilities.
- F. Replacement of a lost or damaged annual guest card must be obtained at a customer service office for a fee established by the Board. Lost cards will be deactivated to prevent future use of the card. Damaged cards must be returned to a customer service office before a replacement card will be issued.
- G. Guest cards are required for all general facility use and club activities. However, guest cards are not required for ticketed GVR events where guests pay a higher ticket price than the member price.
- H. At management's discretion, guest usage of GVR facilities may be limited to non-primetime hours. Signage will be added to all facility gates reminding individuals that each person must swipe (or 'tap' for proximity cards) a GVR-issued ID card.

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**Similar Communities/Organizations**

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**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.

**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.

**Sun City West**

- Your guests are welcome here, however as all facilities are private (golf and bowling are semi-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.
- Guests under the age of 16 must be accompanied by a responsible adult at all times.
- 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 (excluding golf and bowling).

**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.
- As the Member population expands, and the demand for facilities and programs increases, the Board may set additional limits on the number of guests and/or visits that a Member may sponsor. Guests are not permitted to bring other guests of their own.

## Discussion and Decision Points:

1. Eliminate or Maintain the Annual Guest Pass?
  - a. If maintaining the Annual Guest Pass, should the number of guests be unlimited or limited? If limited, by how many guests per visit? 2? 4? More?
  - b. If limited, may the member purchase additional passes for additional guests beyond the limit?
  - c. If maintaining the Annual Guest Pass, should guests using the pass be accompanied by the member?
  
2. Should Guest Passes be limited to Daily, Weekly, Biweekly, or Monthly?
  - a. If Guest Passes are limited to Daily, Weekly, Biweekly, or Monthly, should they be tied directly to a specific guest or be generic as they are now?
  - b. If Guest Passes are generic, is there a limit to the number of guests per pass? 2? 4? More?
  - c. What fee should be charged for Daily, Weekly, Biweekly, and Monthly passes? FAC?
  - d. Should the number of Guest Passes a member may purchase annually be limited? To what?
  - e. Should the number of visits be limited by specific guest?
  
3. Should the 20-mile radius limitation from the GVR boundary to qualify as a Guest be maintained, eliminated or extended? If extended, to what?
  
4. Should the 20-mile radius limitation be based on the GVR boundary or a central point such as West Center? See map illustration.
  
5. Should the requirement remain or be eliminated that guests should be staying in a GVR household with the member or in a local hotel?
  
6. Currently, guest cards are only required for, and may only be used by, guests who are age 18 or older. Should this age limit be changed to 16 or 17?
  
7. Other?

### **Staff Recommendations:**

- Eliminate annual guest passes. Instead, provide daily and weekly guest passes. This will deter misuse by Tenants, Airbnb, VRBO, local friends, non-eligible guests, etc.
- Determine a daily and weekly guest pass price point that discourages abuse, but allows for legitimate guests of members to utilize and enjoy the facilities. As we saw with other similar organizations, the fee should be greater than GVR membership.
- Consider having each guest carry their own pass and eliminate the current policy provision which allows for unlimited guests and unlimited guest visits.





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: January 14, 2025

Presented By: Scott Somers, CEO

<p><b>Originating Committee / Department:</b> Administrative</p>
<p><b>Action Requested:</b> Discuss change to the CPM for the Code of Conduct and Suspension policies.</p>
<p><b>Strategic Plan Goal:</b> GOAL 5: Provide sound, effective governance and leadership for the corporation</p>
<p><b>Background Justification:</b> 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 for 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. Additionally, a majority of the organizations utilize a committee to hear/review violations and determine if any corrective action needs to occur. Creating this new committee would increase the opportunity for members to volunteer and participate.</p> <p>This was discussed at the November 12 BAC meeting and the consensus from the BAC was to have the staff bring a description on what the committee would consist of to the next BAC meeting.</p>
<p><b>Committee Options:</b></p> <ol style="list-style-type: none"> <li>1) Approve the proposed Code of Conduct and Suspension policies, and Member Conduct Standards Committee as presented, and take to the Board of Directors next Regular Meeting.</li> <li>2) Provide amendments to the proposed Code of Conduct and Suspension policies, and Member Conduct and Standards Committee. Approve as amended to take to the Board of Directors next Regular Meeting.</li> <li>3) Provide alternative direction to staff regarding the proposed Code of Conduct and Suspension policies, and Member Conduct and Standards Committee.</li> </ol>
<p><b>Staff Recommendation:</b> Option #1</p>
<p><b>Recommended Motion:</b> Move to recommend to the Board of Directors for approval the Code of Conduct and Suspension policies, and adding a Member Conduct and Standards Committee.</p>

**Attachments:**

- 1) Proposed CPM Redline Revisions for Code of Conduct
- 2) Proposed Committee Charge for Member Conduct and Standards Committee
- 3) Proposed CPM Redline Revisions for Suspension for Conduct

**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 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, 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 any other such action against anyone, including staff.
  - ~~3.5. Consumption of alcoholic beverages to the point where your behavior becomes offensive or dangerous to yourself or others will not be tolerated. You are expected to leave the premises peacefully when requested to do so.~~
  6. Defacing, damaging, or removing GVR property is not acceptable.
  7. ~~Members shall not violate or aid in the violation of Board Policies and the Bylaws 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 immediately. GVR staff is authorized to contact the Sherriff's Department to report any person for trespassing.~~
  - 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.

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**Proposed Committee Charge**

**Member Conduct & Standards**

**RESPONSIBILITIES**

The Member Conduct & Standards Committee will hear arguments regarding Code of Conduct violations and determine the corrective action to be taken, if any. The Committee will utilize the Corporate Policy Manual, specifically the Code of Conduct and Suspension for Conduct, to fulfill their duties.

- Meet with the individual and/or a representative against whom the complaint was lodged, then with the complainant listed on the Incident Report(s).
- Ensure all discussions and testimony are conducted in a polite and respectful manner without harassment or intimidation.
- Complete a briefing/report on the findings of the investigation, along with actions to be taken. Actions may include letter of counseling, warning, suspension.
- In the case that a member appeals the decision, this committee will locate an Appeals Officer to determine if the proposed suspension/sanctions should be upheld, cancelled, or modified.

- Review and propose updates to the policies and procedures, specifically the Code of Conduct and Suspension for Conduct, as necessary. Submit revisions to the CEO or designee.

## Proposed CPM Revisions

### 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 our website.
- A.B. Violations include, but are not limited to, not presenting a member card upon request, failure to show common courtesy to fellow members, Directors, and staff, such as using loud, profane, indecent, or abusive language, violating or aiding in the violation of Board Policies and/or the Bylaws, engaging in verbal disagreements or confrontations, a violation of any law, physical abuse, threat, or harassment, and defacing or damaging GVR property.
- C. The CEO or designee will review incident reports and determine whether there are sufficient grounds to initiate the Member Conduct & Standards process for violations of the Code of Conduct.
- D. The CEO or designee shall have the authority to immediately deny any individual access to facilities for a period of up to 10 days or until the violation can be investigated. The Board will receive immediate notification.
- E. Member Conduct & Standards
1. The CEO or designee will prepare the Incident Report and initial findings (interviews, member statements, etc.) to the Member Conduct & Standards committee.
  2. The Member Conduct & Standards committee will convene to confirm a violation did occur.
  3. Once confirmed, the Member Conduct & Standards committee will meet with the parties listed on the Incident Report. They shall convene a meeting with the individual and/or a representative against whom the complaint was lodged as well as a meeting with 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. All discussions and testimony shall be conducted in a polite and respectful manner without harassment or intimidation.
  4. Upon conclusion of the meetings, the committee will determine corrective action, if any. Actions may include, but are not limited to, a letter of counseling, warning, and suspension. The suspension may apply to the use of all GVR facilities or select facilities.
  5. The Member Conduct & Standards committee will provide a briefing to the CEO and the Board President outlining the corrective actions taken.
  6. The original suspension determined by the CEO shall be extended until this process has been accomplished.
  7. The CEO or designee shall send the individual(s) and/or representative a written "Notice of Suspension" within 24 hours of the Committee's decision. The "Notice of Suspension" shall include the details of the suspension, as well as the appeal procedure.
  8. If the individual and/or representative opts to appeal the suspension, the CEO will notify the Member Conduct & Standards Committee who will appoint an Appeals Officer(s) to hear the appeal. The CEO or designee 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) shall be authorized to decide if the proposed suspension should be

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upheld, reduced or cancelled. Unless the Appeals Officer(s) decides that the suspension should be cancelled or be reduced, the decision of the Committee shall be final.

9. If GVR is required to hire legal counsel, GVR intends to pursue the recovery of those attorney's fees from the person involved.

- B. The CEO or designee has the authority to determine if a violation is major or minor. The CEO or designee is authorized to immediately deny any individual access to facilities for a period of up to ten (10) days 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. Minor Incidents – 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, 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 ten (10) calendar days. The decision of the CEO is final.

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.

The original suspension determined by the CEO shall be extended until this process has been accomplished.

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 of the Board's decision. The "Notice of Suspension" shall include the details of the suspension, as well as the appeal procedure.

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 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) 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.

- D. Major Incidents – 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
  3. Committee Chair shall conduct an investigation within two (2) weeks. They shall convene a meeting with the individual and/or a representative against whom the complaint was lodged

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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.

4. Upon completion of the above, a report on the findings of the investigation, along with recommended actions will be presented to the Board.

~~E.A. 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.A. The original suspension determined by the CEO shall be extended until this process has been accomplished.~~

~~2.A. 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 of the Board's decision. 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 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) 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.~~

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Green Valley Recreation, Inc.  
**Board Affairs Committee Meeting**  
**Bylaw Discussion**

**Prepared By:** Nanci Moyo, Admin. Sup.

**Meeting Date:** January 14, 2025

**Presented By:** Bart Hillyer, Chair

**Originating Committee / Department:**

Board Affairs Committee (BAC)

**Action Requested:**

Hold a discussion on possible bylaw changes for the 2026 ballot. Staff is proposing two areas to review for bylaw changes: 1) Article II and throughout the Bylaws - Proposed language for the Membership Definition; and 2) Article VIII Committees – propose to review the Standing Committee structure.

Suggestions submitted by others include: 1) Article V Section 1.A “A former Director may be re-elected after one (1) or more years’ absence from the Board.” Suggested change from one year to three years. 2) Article VII Section 4.E “Any check in the amount of \$2,500.00 or more shall be signed by two (2) officers of The Corporation or by one (1) officer and the Chief Executive Officer.” Suggested change in the amount from \$2,500.00 to \$10,000.00.

Committee members and member comments were asked to submit any suggestions to the Chair by email before the meeting.

**Strategic Plan Goal:**

Goal 5: Provide sound, effective governance, and leadership for the Corporation.

**Background Justification:**

BAC discussed possible Bylaw changes for the 2025 Election at the August 13 BAC meeting. The consensus of the committee was to not include Bylaw changes in the 2025 Election, but consider for the 2026 Election.

BAC would discuss possible changes to the Bylaws to begin consideration for the 2026 elections.

**Attachments:**

- 1) Current Bylaws
- 2) Input From Directors

# 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 Process**

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

### **Section 3: Election of Directors**

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

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

### **Section 1: Powers and Duties**

The Board of Directors shall have power:

- A. To call special meetings of The Corporation whenever it deems necessary or upon written request of one-tenth of the voting membership as provided in Article IX, Section 2.
- B. To take the following actions with the approval of a majority of directors in office:
1. Appoint and remove, at its pleasure, all officers, agents and the Chief Executive Officer and prescribe their duties, fix their compensation and require of them such security of fidelity bond as may be deemed expedient;
  2. Establish initial fees, dues, and assessments and collect same; and
  3. Adopt annual operating and capital budgets which shall include a contribution to financial reserves consistent with Board policy.

- C. To adopt and publish rules and regulations governing the use of the properties and facilities owned by The Corporation and the personal conduct of all persons thereon.
- D. To exercise for The Corporation all powers, duties and authority vested in, or delegated to, The Corporation except those reserved to the members.
- E. In the event that any member of the Board of Directors of The Corporation shall be absent from three (3) regularly scheduled meetings of the Board of Directors in any one-year period, the Board may, by action taken at the meeting during which a third absence occurs, declare the office of said absent Director to be vacant.
- F. Any vacancy in the office of a Director shall, if possible, be filled by the unsuccessful candidate of the most recent Directors' election, who, of those willing to fill the vacancy, received the greatest number of votes. If none of said unsuccessful candidates is willing and able to serve, the remaining Directors by affirmative vote of a majority of the Board, shall elect a successor, who shall serve for the unexpired term of the vacant office.

## **Section 2: Limits of Authority and Indebtedness**

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

## **ARTICLE VII — OFFICERS AND CHIEF EXECUTIVE OFFICER**

### **Section 1: Positions**

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

### **Section 2: Eligibility and Terms of Office**

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

### **Section 3: Election of Officers**

Officers shall be elected by a majority vote of the Board within thirty days after the Annual Meeting.

### **Section 4: Responsibilities of Officers**

- A. **President.** The President shall preside at all meetings of the Board of Directors and at meetings of the membership and shall carry out all orders and resolutions of the Board of Directors and shall sign all formal written instruments such as notes, leases, mortgages, deeds, and contracts other than recurring operational contracts which the Board by appropriate resolution has exempted from this requirement. Contracts signed by the President must receive prior legal review and Board approval. The President shall nominate chairpersons of the Board Committees, submit these nominees for Board approval, and in cooperation with the Chief Executive Officer, ensure effective work of these committees. In the absence of the President, the Vice President shall perform all the duties of the President. Should the Vice President also be absent, the duties of the President shall be performed by the Senior Officer present.
- B. **Vice President.** The Vice President shall carry out duties as assigned by the President. In the absence of the President, the Vice President shall perform the duties of the President and, when so acting, shall have all the powers of the President.
- C. **Secretary.** The Secretary shall ensure that minutes are kept of meetings of the Membership and the Board of Directors. The Secretary shall cause to be given all notices in accordance with provisions of these Bylaws or as required by law. The Secretary shall see that all records of The Corporation are properly kept and preserved and that the names and addresses of all members of The Corporation are on file in the office of The Corporation. In the absence of the Secretary, the Assistant Secretary shall perform all the duties of the Secretary.
- D. **Treasurer.** The Treasurer shall exercise an oversight role of the financial affairs of The Corporation to ensure that financial records are kept in accordance with generally accepted accounting standards. The Treasurer shall ensure that timely, accurate financial statements are presented to the Directors and that the financial records of The Corporation are audited in accordance with the provisions of these Bylaws. In the absence of the Treasurer, the Assistant Treasurer shall perform all the duties of the Treasurer.
- E. **Signing of Checks.** Any check in the amount of \$2,500.00 or more shall be signed by two (2) officers of The Corporation or by one (1) officer and the Chief Executive Officer. Any check in an amount of less than \$2,500.00 may be signed by the CEO with the stipulation that a log is kept reflecting the two (2) department heads that reviewed the checks prior to its execution. Month-end statements shall be reviewed by two (2) officers of The Corporation as soon as practicable after their completion.

### **Section 5: Responsibilities of the Chief Executive Officer**

The Chief Executive Officer shall be accountable to the Board and shall serve as the Chief Operating Officer 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, Fiscal Affairs, Nominations & Elections, Planning and Evaluation, and Investments. 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. 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.

## **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

## From November 2024 Meeting

### From Gail Vanderhoof

BAC Proposed Bylaw Changes

ARTICLE II – Membership Property and Members

Section 3: Definitions

A Each record holder of legal title on a GVR deed restricted property is an Owner Member...

Each owner, whether one or more persons or entities, of a GVR deed restricted property shall be an Owner Member (See Section 6: Voting Rights)

2 An owner member in good standing shall be entitled to vote, hold office, sign petitions, and use all facilities...

I am against this. Each GVR property has ONE VOTE (and up to 2 free cards.) Any other cards are for use of facilities ONLY and should be charged a fee determined by the board. I have not heard that the board removed that fee. (See Section 6: Voting Rights)

About 5 years ago, 12 or 13 Quail Creek friends bought a piece of land so they could all use our facilities. This would allow all 12 to vote and all 12 to run for the board.

We also fought a hard battle to allow a second person in a single person household to qualify for a card to use the facilities. Non-married couples, caregivers, or a resident adult child can be issued that 2nd card. And a single person could acquire a guest pass for one guest at a time.

B2 Clubs have the right to restrict membership to valid GVR members. Bylaws should not remove that right.

D through I Will these specifics be moved? Or deleted?

Previous boards worked hard to identify those persons who qualify for some or all of the privileges. This proposed change could create confusion.

Retirement facilities within GVR borders must pay GVR dues for each apartment. Each has voting rights. If we take away the vote, we must stop requiring dues.

Section 4: Use of Privileges.

A1, 3, & B. This again gives full privileges to unlimited owners. The rights are the rights of the property, not the owners of the property.

I repeat, previous boards worked hard to identify those persons who qualify for some or all of the privileges. This throws everything backwards into confusion. (See Section 6: Voting Rights)

Section 6 E was added when a tenant insisted there was no statement that they couldn't vote.

ARTICLE VIII – Committees of the Board of Directors

Bylaw changes should be made by the board and board committees, not by a lawyer.

This entire section needs to be carefully thought out by members and as presented should only be considered AFTER changes are being rewritten by BAC or a board subcommittee.

### Pat Reynolds response:

"I have finally had a chance to read Gail's comments and suggestions. I echo these concerns. Votes should follow dues. If we charge by the rooftop, then voting must also be by rooftop. If we change and charge dues to each person, then and only then would it be appropriate to allow voting and board

membership based on the individual membership. When I moved here, I initially hesitated to buy into GVR because I had to pay the same dues as a couple in a property. However, when I considered that I had the same vote as a couple in a property, I felt it was fair, especially because I could get a free annual guest card.”

**Email from Nellie Johnson to the BAC November 7, 2024:**

I wanted to follow up on your invitation to submit recommendations on the number of Committees as specified in the Bylaws at your last Board Affairs Committee meeting.

I reviewed research done by Board Source that I have attached for informational purposes. As reflected in the Chart below, I would propose the elimination of the Planning and Evaluation and Nominations/Elections Committees. If approved by the voters in Cy 2026, I would then amend the Corporate Policy Manual to absorb some of the responsibilities of the P/E Committee within the FAC charter and some of the Nominations Committee into Board Affairs. In summary, the recommendation would provide for modifying the Bylaws to maintain 4 of the Committees and eliminating two committees. I have attached this chart in the attached word document.

Bylaws: Type of Committee	Current Bylaws	Proposed Bylaws Change	Rationale
Standing Committee	Board Affairs	Maintain	Maintain current: Recommended by Board Source; elections are commonly found under this Committee; called Board Governance.
Standing Committee	Fiscal Affairs	Maintain	Recommended by Board Source: Integral to oversight of GVR;
Standing Committee	Nominations and Elections	Delete and transfer select responsibilities to Board Affairs	Many functions are handled by staff; merge essential functions from CPM to Board Affairs
Standing Committee	Planning and Evaluation	Delete and transfer responsibilities Fiscal Affairs	Many projects require programmatic and fiscal review; can be handled by FAC
Standing Committee	Investments	Maintain	Meetings are held quarterly with investment managers; should continue as separate due to size of Investment portfolio (over \$11 million)
Ad Hoc	Audit	Maintain	Essential in oversight of organization

While I understand it is too late to change these Bylaws to be on the GVR Ballot in Cy 2025 I do think it is worthwhile for the Board Affairs Committee to recommend and for the Board to discuss this topic in the early part of Cy 2025. That way, the issue will be ready for consideration in the spring/fall of next year and could be on the ballot in Cy 2026.

### **From Nellie on January 7, 2025**

2. Bylaws Change- FAC Recommendation to Change the requirement for board approval of any checks from the \$2500 to \$10,000. I understand from Scott that Nanci was writing up something as well for this item.

### **Reply to Nellie Johnson's email from November - Pat Reynolds:**

I agree completely on nomination and elections. I have only one concern about P&E and that's whether clubs may feel somewhat disenfranchised in having a less direct route to request project consideration. As long as that's addressed I'm fine with this one too. My only other comment is that it will provide fewer opportunities for people to be on committees. Do we normally have more people apply and have to turn people away or are the chairs scrounging for volunteers?

### **From: Kathi Bachelor - January 7, 2024**

The following are suggestions being submitted to the Board Affairs Committee for changes to the By-Laws and are requested to be carried over into the 2025 Board Affairs Committee for discussion and possible recommendations.

#### By-Law Revisions:

#### **Article V – Election of Directors**

No Director may serve more than two (2) terms, including time served as an appointed Director.

#### **Article VII – Officers and Chief Executive Officer**

Section 4: Responsibilities of Officers:

#### (E) Signing of Checks

I agree with the FAC recommendation to change the amount of any check less than \$10,000 may be signed by the CEO (rather than the current amount of \$2,500).

#### **Article VIII: Committees of the Board of Directors**

Section I: Standing Committees

Nellie Johnson submitted a chart recommending the consolidation of committees which could be added to the CPM. Staff has a recommendation wording for change to the By-laws to “may establish Committees as it deems necessary to advise policy decisions.” I assume this means to establish them by policy in the CPM, however, it is much easier to change the CPM than it is to change the By-laws.

I believe it necessary to have three Committees on an on-going basis. I don't necessarily know if it should be stated in the By-Laws or the CPM. Those Committees would be the Board Affairs, Fiscal Affairs and Investment Committees. I like the Nellie's recommendation of consolidation of the N&E Committee with the Board Affairs Committee and the Consolidation of the P&E Committee with the FAC Committee. I am not convinced that we need an Audit Committee other than, possibly, as an AdHoc Committee, as necessary, as determined by the Board of Directors. All of this requires a good deal of discussion by the Board Affairs Committee before any recommendation to the Board of Directors.

## **Gail Vanderhoof Email from January 6, 2025**

I don't believe that we should be dealing with bylaw changes at all. It will be next year's committee's decision and may be complicated if our comments are considered as changes. Sometimes in the past, tentative suggestions, voted by committees, have been passed to the next year's committees as a done deal.

I'm also against the staff making suggestions for changes dealing with board committees. That is board business, not staff business. When changes are discussed, I would hope that the committee would ask for staff input.

Just my opinion. There are some changes necessary in the CPM and we have not had a discussion on what committee members feel is most important.

### **Beth Dingman's Email:**

I would like to see a discussion of limiting a Director to two terms, without possibility of running again. I think 6 years is enough of any one person's opinions. The way it stands now, a director could potentially be on for 12 out of 13 consecutive years.

### **Bev Lawless response to Beth's Email:**

Agreed

### **Kathi Bachelor response to Beth Dingman's Email:**

I have to agree with Beth and I am going to make the same recommendation. The members choices have already been limited by reducing the number of Board Members by three, down to nine. With lessor Board members there is the ability for one or two members to control the majority of Board members and, therefore, GVR and staff with very few votes.

Green Valley has massive amounts of members that have the greatest backgrounds in any area you want to talk about. We should encourage the changing of Board members to keep away from one or two people controlling all of GVR and its members. Also, as we all age, we need to encourage the younger retirees to step up and continue with new changes for the betterment of GVR.

Personally, I feel to limit the amount of time for Committee members to 2 minutes to speak and other GVR members to 1 minute to speak shows just that kind of control, not allowing a good discussion on agenda items for the betterment of GVR.

By the end of the day, I will submit a list of areas I think the Board Affairs Committee should consider for next year that, hopefully, will be carried over for discussion as it does not appear that this committee will have enough time to review, discuss and make recommendations for this year.

### **Bart Hillyer's response to Beth's Email:**

Beth,

I'm not sure I follow you. Has the current rule produced any negative consequences that you can identify? "Someone might serve on the board for 12 out of 13 years" doesn't strike me as a negative consequence. And don't most board members just serve one or two terms? Maybe Nanci can give us some data on this.

### **Bart Hillyer's response to Kathi Bachelor:**

Kathi,

As to the asserted basis of your support for stricter term limits: it would be quite a feat for 1 or 2 members to control the actions of any 11- or 10- or 9-member board, regardless of whatever term-limiting mechanism is employed. It seems like an odd thing to worry about.

I'll mention, in passing, what is historically the strongest objection to term limits generally: term limits ignore or frustrate the will of voters. (This was mentioned by Pat Reynolds in an earlier e-mail.) I'll ask again, as I asked Beth earlier, the following question: has GVR's current rule produced any negative consequences which you can identify?

As to limiting time for remarks: if one's thoughts are well organized, two minutes is a long time to speak, and one minute is pretty long, too. If one's thoughts aren't well organized, it would be ungracious to expect others to listen to them at greater length.

As to bylaws changes generally: the 2024-2025 BAC has made clear from the beginning that none would be recommended to the board for the 2025 ballot. At Scott's request, we've discussed and will discuss again next week a few possibilities. Whether the 2025-2026 BAC or board will take any interest in any proposed bylaw changes remains to be seen.

### **Pat Reynolds response to Bart Hillyer's response to Beth's Email:**

I agree. When someone runs it's the voters who decide. I don't like the idea of limiting the members' choices any further.