



## 2024 ANNUAL MEETING OF THE CORPORATION

Wednesday, March 27, 2024 – 9:00am  
West Center Auditorium / Zoom

### MINUTES

**Directors Present:** Marge Garneau (President), Carol Crothers (Vice President), Bart Hillyer (Secretary), Jim Carden (Treasurer), Barbara Blake (Assistant Secretary), Joe Magliola (Assistant Treasurer), Nancy Austin, Kathi Bachelor, Beth Dingman, Bev Lawless, Scott Somers (non-voting)

**Absent:** Steve Gilbert, Richard Sutherland

**Staff Present:** Steve Kindred (Recreation Program Director), Chris McNeely (Human Resources Manager), Steve Mendoza (Facilities Director), Nanci Moyo (Administrative Supervisor), Howey Murray (Finance Manager), David Webster (CFO), Natalie Whitman (COO), Kris Zubicki (Member Services Director)

**Guests:** 2024 Incoming Directors: Candy English and Nellie Johnson

**Visitors:** 37

#### 1. Call to Order

President Marge Garneau called the meeting to order at 9:05am MST.

#### 2. Presentations

##### A. Election Results – N&E Chair Beth Dingman - Announced

- 1) Report on Quorum  
12,265 Members eligible to vote – 1,226 votes necessary to obtain a quorum, 3,273 (26.7%) return
- 2) Election of Directors/Minutes/Adoption of the Amended and Restated Bylaws  
Nellie Johnson 2017  
Carol Crothers 1755  
Candy English 1416  
Bart Hillyer 1416  
Dave Barker 1407  
Steve Gilbert 1327

Richard Sutherland 1319  
Dale Howard 1253

3) 2024 Bylaw Amendments

All proposed Bylaw Amendments passed. The following are the revised amendments.

VOTING RIGHTS (Question 1) For: 92.2% Against: 7.8%  
ARTICLE II - MEMBERSHIP PROPERTY AND MEMBERS  
Section 6: Voting Rights, A., C., and add F.

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.

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.

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.

NUMBER OF DIRECTORS (Question 2) For: 75.8% Against: 24.2%  
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.

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.

LIMITS OF AUTHORITY (Question 3) For: 76.4% Against: 23.6%  
ARTICLE VI - POWER, DUTIES, AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS  
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.

VOTING METHODS (Question 4) For: 91.5% Against: 8.5%

#### ARTICLE XI - MEMBERSHIP VOTING

Section 1: Voting at a Meeting

Section 2: Alternative Voting Methods ( Section 1 and 2 Combined in Proposed)

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.

AVAILABILITY OF RECORDS (Question 5) For: 87.2% Against: 12.8%

#### ARTICLE XII - MISCELLANEOUS

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.

4) Approved Annual Minutes For: 97.6% Against: 2.4%

#### B. **President's Report** – President Garneau

- Thanked the Board of Directors, staff, and members for a great year which included: The bylaw amendments were all approved; new fitness center at Desert Hills; Glass Arts have a permanent home at Santa Rita Springs; Canoa Hills has been updated; and Del Sol Clubhouse is being completed.
- Appreciation awards for outgoing directors: Laurel Dean, Ted Boyett, Steve Gilbert, and Richard Sutherland.

#### C. **2023 Audit Report** – R & A CPAs

David Webster, CFO, introduced the R & A CPAs, Karly Meza and Ralph Gigliotti, to present the 2023 Audit.

- There were no difficulties encountered in performing the audit. The GVR staff worked well with the auditors and any requested documentation was always met or exceeded by staff. Five minor adjustments and six reclassifications were made which were standard.
- No disagreements with management and no matters requiring communication to the Board.
- The audit report is an unmodified opinion often referred to as a “clean opinion.”
- No material weaknesses and noted no other matters for management consideration. Recommendations from last year's audited were implemented.

- One recommendation to the Finance Department was enhanced oversight when there is a transition of duties.

#### D. **Year-End Review** – CEO Scott Somers

- Thanked the auditors, the CFO, and staff for a great audit.
- The Mission statement states GVR is here to enhance the quality of members' lives.
- 13,677 member households an increase of 27 over 2022 and 22,342 individual members an increase of 19 over 2022.
- Increase in guest passes, tenant passes and LifeCare member passes issued.
- To do list for 2023: Upgrade Desert Hills Fitness Center and Studio (Completed); Build a Glass Arts Studio (Completed); Canoa Hills Renovation (Completed); launch a new website (Launched and ongoing); commence final Del Sol Clubhouse improvements (underway); plan expansion of Ceramics, Woodshop, and Metal shop (continue planning); improve Center security (ongoing); evaluate expansion of Las Campanas and Santa Rita Springs fitness centers (has not begun); and book new classes and a fresh approach to trips and tours (ongoing).
- 2023 Member Survey: Top three member priorities – 1) Pursue greater operational efficiency. There has been reorganized field and customer services, consolidated three recreation catalogs into one, ongoing transition to LED lighting, 1.5% reduction in 2024 operating budget; 2) Complete capital projects and facility improvements; and 3) Continue to improve Board functionality, professionalism, and productivity with orientation and trainings of Board Directors.
- GVR Recreation: 66 fitness orientations conducted; increased personal trainers from three to eight; reduced equipment down time; and expanded offerings including indoor cycling, boxing, aqua Zumba and more.
- Performance and Entertainment: 33 events were supported by 92 A&E volunteers. New options include complimentary yoga; increased comedy shows; pop-up poolside events; paint and sip events.
- Leisure education programs: 599 courses offered; 7,038 enrollments; 171 courses full; 94 courses with a wait list.
- Clubs: 59 clubs with 9,526 club members, 413 more than 2022. Popular clubs are pickleball, computer club, photography, woodworking, Amigas, Forums, hiking, tennis, clay, and meditation. There are 14 sports clubs, 12 arts and crafts clubs, 10 social clubs, 15 card and games clubs, and special interest clubs.
- Board and Committees: 14 Board Directors served this year (2 resigned during the year), and 36 Committee members served on six committees.
- Staff: 82 full-time staff and 22 part-time staff as of December 31, 2023.
- Moving forward in 2024: Improving the kiln room for ceramics club; complete the Del Sol Clubhouse; continue West Center club space enhancements; receiving member outreach for Desert Hills Locker room renovation and Canoa Hills gymnasium conversion; new facility use policies to improve efficiency and member access to rooms.

#### 3. **Member Comments:** 0

#### 4. **Adjournment:** Meeting was adjourned at 10:08am MST.