



A regular meeting of the GREEN VALLEY RECREATION, INC. BOARD OF DIRECTORS was held on Tuesday, August 23, 2016 at West Center. The President being in the chair and the Secretary being present.

Directors Present: Jim Nelson (Secretary), Vicky Mournian (Treasurer), Leslie Shipley (Assistant Secretary), Bob Allen (Assistant Treasurer), John Arnold, Richard Kidwell, Pat Lynch, Barb Mauser, Jim Nelson, Kathy Palese, Kent Blumenthal (non-voting)

Present Via Teleconference: Joe Gunton (President), Don Lathrop

Absent: Tony Zabicki (Vice-President)

Staff: Jim Conroy (COO), Cheryl Moose (CFO), Jen Morningstar (Executive Office Manager), David Jund (Facilities Director), Lynda Campbell (Marketing & Event Assistant), Payton Snider (System Administrator), Julie Vance (Sr. Recreation Supervisor), Shelly Freeman (Sound & Lighting Lead), Pat Schuler (Administrative Assistant)

Visitors: 63

I. Call to Order / Establish Quorum

President Gunton called the meeting to order at 1:32pm
Roll call by Blumenthal; Quorum established.

II. Adopt Agenda

MOTION: Allen / Seconded. Adopt Agenda as amended presented
Passed: unanimous.

III. Consent Calendar

MOTION: Allen / Seconded. Approve Consent Calendar, as presented:

- **Approval of Board of Directors Meeting Minutes of June 21, 2016**
- **June 2016 Financial Documents**
- **July 2016 Financial Documents**

Passed: unanimous

IV. President's Comments

President Gunton commented on the significance of today's meeting. He expressed his gratitude for Attorney Evans guidance in our effort to understand the relationship between Non-Profit Corporations. He commended candidates that stepped forward to volunteer as successor director with high praise on all their bio's. Gunton encouraged the applicants that are not selected today run in this year's election. On the September Board of Directors meeting agenda will be WSM Architects report on our 10-year Strategic Master Plan.

V. CEO Blumenthal Reported the following:

Blumenthal reported that GVR Board of Directors Meeting is chock-full of important conversations and certain actions that will continue to advance our Corporation in service to its 22,000+ members.

The GVR Foundation, a IRC 501© (3) charitable purpose and tax exempt affiliate of GVR would be the principal focuses of the day's meeting.

Blumenthal acknowledged and thanked several of colleagues who are the Executive Directors and CEOs of local nonprofits who came to today's GVR Board Meeting as observers to listen and to learn more about best practices and rules governing nonprofit organizations from our invited guest, attorney Randal Evans of Evans Law in Phoenix.

Blumenthal invited attendees from local non-profit organizations to stand and introduce themselves, he thanked them for attending today's meeting.

In November 2013, when he interviewed for the GVR CEO position the GVR Board, Blumenthal brought up the notion of having an affiliated 501© (3) Foundation, to help strengthen Green Valley Community Well-being, and the Board met the idea with open arms.

In March, 2014 the GVR Board of Directors approved his first work plan, which included an exploration into the viability of having an affiliated Foundation.

In August 2014, with the guidance and able assistance of Michelle Phillips, Executive Director par excellence of the Greater Green Valley Community Foundation, the GVR Foundation was initiated as an Arizona nonprofit, and application was made to the IRS for 501© (3) status.

The IRS approved the GVR Foundation as a publicly-supported public charity in February, 2015.

A lot has transpired with the GVR Foundation within the past 1-1/2 years, and nearly all of it very good.

VI. GVR Foundation

- A. GVR Foundation Startup Loan Payoff to GVR – President Anne Waisman presented a check to GVR Board of Directors to pay back startup loan of \$15,0000 with interest, in the amount of \$15,787.50
- B. Presentation: Attorney Randy Evans – formal affiliations between non-profit organizations.

VII. New Business

A. Appointment of Successor Director

- 1. The Directors appointed as Successor Director to complete the term vacated by Pat Lynch. This term will expire in March 2019.

MOTION: Shipley / Seconded. I move we appoint Lance Heise as Successor Director.

Passed 8 yes / 2 no (Mauser, Palese)

B. New Club Proposal – GVR Glass Artists

MOTION: Mauser / Seconded. I move Board of Directors approve the formation of GVR Glass Artists Club, after insurance review, modeling GVR Glass Artists after the GVR Lapidary Club. Approval for formation of this club does not guarantee GVR will provide designated space or funds.

Passed: unanimous

C. Reciprocal Club Guest Policy

MOTION: Mauser / Seconded. I move the Board of Directors amend Corporate Policy Manual to allow for Reciprocal Club Guests (CPM) Section VIII -GVR Programs/Clubs, B. Membership/Guests/Monitoring, 10 as follows.

10. The non-GVR guest policy for competition or participation in clubs is as follows:

- ~~a.~~ **GVR Clubs may host competitive events and allow non-GVR members or guests to participate. The club must notify GVR's Club Liaison prior to the scheduled event. Documentation outlining the nature of the competition(s) will be required for each event. Non-GVR members or guests are only authorized to use GVR facilities associated with the event, including warm-ups/practice time. ~~League play may occur if there is a reciprocal agreement.~~**
- ~~b.~~ **~~Clubs may grant participation to guests, at their discretion, as long as those individuals are eligible guests, as defined in Section II, Membership. League play may occur as long as there is a reciprocal agreement to play at each other's facilities.~~**
- b. League play may occur if there is a reciprocal agreement to play at each other's facilities.**
- c. Outside of league play, Clubs may grant participation to guests at their discretion, as long as those individuals are eligible guests as defined in Section II, membership.**

Passed: 11 yes / 1 abstain (Shipley)

D. Proposed CPM Change to Allow Club Guests

MOTION: Mauser/ Seconded. I move the Board of Directors amend the Corporate Policy Manual Section VIII, Subsection 2, (B)(6) as follows:

6. Clubs may grant guest privileges, at their discretion, to guests of GVR Members-and, if authorized by the Board, other non-GVR Members upon payment of a guest fee to GVR. ~~Clubs may be more restrictive, but not more lenient, than GVR guest policies.~~

Passed 11 yes / 1 abstain (Shipley)

E. Pilot Program – Social & Dance Club Guests

MOTION: Mauser / Seconded. Authorize a pilot program from September 1, 2016 to May 31, 2017 to allow non-GVR members attend GVR Social and Dance Club dinner and/or dance events at \$4 per non-GVR member guest, per event, with the following conditions:

- 1. Club participation is limited to GVR Social and Dance Clubs only and is subject to prior approval on a case-by-case basis by GVR of an application to participate in the pilot program. GVR Social and Dance Clubs eligible to participate in the pilot program are:**

Dance Clubs:

**GVR Line Dance Club
GVR Square and Round Dance Club
GVR Dance Club
GVR Argentine Tango Club
Canadian Club of GVR
GVR Colorado Club
Eastern States Club
Green Bay Packers Club**

Social Clubs:

**GVR Amigas Club
Michigan Club
Minnesota Club of Green Valley
Pacific Northwest Club
Singles Club of GVR
New England Club**

- 2. Non-GVR Members participating in the pilot program must sign a liability waiver that indemnifies the club and GVR.**
- 3. Monies collected from non-GVR member fees will be deposited to the GVR general fund.**
- 4. The GVR Board of Directors has the right to cancel this pilot program at any time.**

Passed: unanimous.

VIII. Standing Committee Reports

A. Board Affairs

- 1. Update: Legal Review of Governing Documents Phase 1**

