



AGENDA

BOARD OF DIRECTORS MEETING
Wednesday, January 26, 2022 - 2pm
West Center Auditorium / Zoom
*Code of Conduct

Directors: Mike Zelenak (President), Nina Campfield (Vice President), Ted Boyett (Secretary), Donna Coon (Treasurer), Mark McIntosh (Assistant Secretary), Randy Howard (Assistant Treasurer), Kathi Bachelor, Carol Crothers, Christine Gallegos, Connie Griffin, Bart Hillyer, Bev Lawless, Scott Somers (non-voting)

<u>AGENDA TOPIC</u>	<u>PRESENTER</u>	<u>EXHIBIT</u>	<u>ACTION</u>
1. Call to Order / Roll Call – Establish Quorum	Zelenak		
2. Adopt Agenda	Zelenak	Y	Y
3. CEO Report	Somers		
4. President Report	Zelenak		
5. Consent Agenda	Zelenak	Y	Y
A. Minutes:			
▪ BOD Regular Meeting Minutes: December 15, 2021			
▪ BOD Special Meeting Minutes: January 7, 2022			
B. BOD Staff Report for 2022 Reserve Funding			
C. Financial Statements:			
▪ November 2021			
▪ December Preliminary 2021			
▪ Quarterly Board Financial Report			
6. New Business			
A. Approve FAC Recommendation to Create a Growth Task Force	Coon	Y	Y
B. Adopt CPM Part 1 - 4	Campfield	Y	Y
C. Approve Bylaws Statement	Campfield	Y	Y
D. Appointment of Mike Zelenak to Chair Communication Ad Hoc Committee	Zelenak	Y	Y
E. Approve Resolution for GVR to Support Foundation Games	Zelenak	Y	Y
F. Request for Unanimous Consent	Coon	Y	N
7. Committee Reports			
A. Audit	Griffin		
B. Board Affairs	Campfield		
C. Fiscal Affairs	Coon		
D. Investments	Lawless		
E. Nominations & Elections	McIntosh		
F. Planning & Evaluation	Boyett		
8. Member Comments - (Limited to two (2) minutes)			
9. Adjournment			



MINUTES

BOARD OF DIRECTORS REGULAR MEETING

Wednesday, December 15, 2021 - 2pm
West Center Auditorium / Zoom

Directors Present: Mike Zelenak (President), Nina Campfield (Vice President), Ted Boyett (Secretary), Donna Coon (Treasurer), Mark McIntosh (Assistant Secretary), Randy Howard (Assistant Treasurer), Kathi Bachelor, Carol Crothers, Connie Griffin, Bart Hillyer, Bev Lawless, Scott Somers (non-voting)

Director Absent: Christine Gallegos

Staff Present: David Jund (Facilities Director), Nanci Moyo (Administrative Supervisor), David Webster (CFO), Natalie Whitman (Communications Manager), Kris Zubicki (Recreation Services Director)

Visitors: 32

AGENDA TOPIC

1. Call to Order / Roll Call – Establish Quorum

The President being in the chair and the Secretary being present.

President Zelenak called the meeting to order at 2:00pm MST. Secretary Boyett called the roll; quorum established.

2. Adopt Agenda

MOTION: Director Griffin moved, seconded to adopt the Agenda.

MOTIONS TO AMEND: Director Coon moved, seconded to amend the Agenda and add to the Consent Agenda the October Financials as Item H. Director Zelenak moved, seconded to amend the New Business recommending a formation of an Ad-Hoc Committee as Item G in New Business.

Motions to Amend Passed: 8 yes / 3 no (Bachelor, Crothers, Hillyer)

- Correct 10/27/2021 Regular Meeting Minutes: 6.A. under New Business, correct to seven no votes and no abstentions.
- Correct 12/6/2021 Special Meeting Minutes: 3.A. New Business, change yes votes to 3 and no votes to 9 as the motion failed.
- Pull four items from Consent Agenda to address separately under New Business:
 - Consent Agenda B. Approve Record Date
 - Consent Agenda C. Rescind Telephone Voting Motion
 - Consent Agenda F. Approve Fraud Policy
 - Consent Agenda G. Appointment of N&E Chair – Ted Boyett.

3. CEO Report

- Membership Assistance Program (MAP) is receiving donations to help GVR members who are unable to pay their dues. Donations can be made by: 1) GVR members paying their dues can

include another check for MAP donations, 2) GVR website link for MAP donations, 3) delivering a check to the Administrative Offices, or 4) through the GVR Foundation.

- East Center pool is moving forward. A ribbon cutting is set for September.
- Free movie, Christmas Story, at West Center Auditorium, December 16, 7pm.

4. Consent Agenda

Consent Agenda Items B, C, F, G pulled for separate discussion under New Business.

MOTION: Director Bachelor moved, seconded to approve the four Minutes be adopted as amended, and Consent Agenda items D, E, and H.

A. Minutes:

- BOD Special Meeting: October 20, 2021
- BOD Regular Meeting Minutes: October 27, 2021
- BOD Special Meeting: December 6, 2021
- BOD Work Session: December 6, 2021

~~B. Approve Record Date~~

~~C. Rescind Telephone Voting Motion~~

D. IPS Policy for Operating Cash

E. IPS Policy for MRR-B Pools & Spas

~~F. Approve Fraud Policy~~

~~G. Appointment of N&E Chair – Director Ted Boyett~~

H. October Financials - added

Passed: unanimous

5. New Business

A. Approve Funding and Transfers to MRR-B Pools and Spas Account

MOTION: Director Coon moved, seconded for the Board to authorize staff to complete the following fund transfers to the Maintenance, Repair, Replace part B. 1) Transfer \$169,553 from Operating Cash to MRR-B. 2) Transfer \$117,616 from MRR-A to MRR-B. 3) Transfer \$1,013,038 from Initiative Reserves to MRR-B.

Passed: unanimous

B. CPM Amendment to Section II, Subsection 3 and 4

MOTION: Director Campfield moved, seconded to approve the revision of CPM Section II, Subsections 3 and 4 as per the attached.

Passed: 8 yes / 3 no (Bachelor, Crothers, Hillyer)

C. Recommend Amended and Restated Bylaws Motion

MOTION: Director Campfield moved, seconded to recommend the amended and restated Bylaws, version 3 to the members.

Passed: 8 yes / 3 no (Bachelor, Crothers, Hillyer)

D. Revised CPM Organizational Structure

MOTION: Director Campfield moved, seconded the Board of Directors accept the organization structure for GVR's Corporate Policy Manual:

Part 1: Membership

Part 2: Board of Directors

Part 3: Committees

Part 4: Chief Executive Officer

Part 5: Fiscal/Accounting

Part 6: GVR Programs and Clubs

Part 7: Communications

Part 8: Risk Management

Part 9: Human Resources

Part 10: Miscellaneous

Appendix – Board Policies

Passed: 9 yes / 2 no (Crothers, Hillyer)

- E. Facility Operation/Organization (Canoa Hills Clubhouse/WC & Desert Hills Shuffleboard), P&E Recommendations, and Survey Results

MOTION: Director Boyett moved, seconded to direct staff to pursue the recommendation made by the P&E Committee to pursue the Plan A capital plan, as presented and attached, which includes Phase 1 design services, the costs of which shall not exceed \$50,000, for an Arts Center at West Center and a fitness center expansion at the Desert Hills Center shuffleboard location, with the understanding that staff will present the results of the Phase 1 design to the Board once completed, at which time, the Board will provide direction to staff on how and if to proceed.

Passed: unanimous

- F. Potential future GVR policy seeking to fund non-philanthropic capital projects

MOTION: Director Griffin moved, seconded the Board of Directors direct the Board Affairs Committee to research, discuss, and evaluate options for a potential future GVR policy with regards to seeking donations and contributions from GVR members, Green Valley Residents and/or other interested parties or stakeholders when GVR is seeking to fund non-philanthropic capital projects.

PREVIOUS QUESTION CALLED: Director Boyett moved, seconded.

Passed: unanimous

Motion Passed: 10 yes / 1 no (Bachelor)

- G. Formation of Ad Hoc Committee (*added by President Zelenak under Adopt Agenda*)

MOTION: President Zelenak moved, seconded to establish an Ad Hoc Committee entitled, 'Non-Dues Revenue Production & Community Engagement.' The general purpose of the Committee is to consider advertising and other revenue-producing opportunities to expand non-dues revenue streams that will reduce GVR's reliance on membership dues and will enhance GVR's relationship with area community groups and nonprofit organizations, and make recommendations to the Board.

Passed: 9 yes / 2 no (Bachelor, Crothers)

PULLED ITEMS FROM THE CONSENT AGENDA:

- B. Approve Record Date

MOTION: Director Boyett moved, seconded to authorize the GVR to set the Record Date for 2022 Election as January 28, 2022. Members who are not in good standing as of 4pm (MST) on this date will not be eligible to vote in the 2022 election.

Passed: 10 yes / 1 no (Bachelor)

- C. Rescind Telephone Voting Motion
MOTION: Director Boyett moved, seconded to rescind telephone voting that was approved at October 27, 2021, Regular Board Meeting for GVR members.
Passed: unanimous

- F. Approve Fraud Policy
MOTION: Director Griffin moved, seconded to approve the proposed Green Valley Recreation, Inc. (GVR) Fraud Risk Policy.
Passed: unanimous

- G. Appointment of N&E Chair – Director Ted Boyett
MOTION: President Zelenak moved, seconded to appoint Ted Boyett the N&E Chair.
Passed: 10 yes / 1 no (Crothers)

6. Committee Reports

- A. **Audit** - Committee Chair Griffin reported (received and placed on file).
- B. **Board Affairs** - Committee Chair Campfield stated no report.
- C. **Fiscal Affairs** - Committee Chair Coon reported (received and placed on file).
- D. **Investments** - Committee Chair Lawless reported (received and placed on file).
- E. **Nominations & Elections** - Committee Chair Boyett reported (received and placed on file).
- F. **Planning & Evaluation** - Committee Chair Boyett reported (received and placed on file).

7. Member Comments - 5

8. Adjournment

MOTION: Director Campfield moved, seconded to adjourn the meeting at 4:20pm MST.
Passed: unanimous

NOTICE OF ACTION WITHOUT MEETING: The Board of Directors approved the corrected Tenant Fees on the Fee Schedule via email unanimous consent on October 28, 2021.

SECTION II - MEMBERSHIP

SUBSECTION 3. ANNUAL DUES, ANNUAL DUES INSTALLMENT PAYMENT PLAN, INITIAL FEES, FEES FOR SERVICES (updated 9/25/2018)

A. General

Annual dues and fees shall be established each year by the approval of a majority of Directors in office, provided that should the Board fail to establish the amount of a particular fee, it shall remain unchanged from the previous year.

B. Annual Dues

1. The Board shall establish membership dues for each fiscal year on or before December 10. In establishing annual dues, the Fiscal Affairs Committee and the Board of Directors shall use the following formula as a starting point. The sum of 50% of the CPI (W) percentage increase/decrease through September of the current year and 50% of the Social Security percentage increase/decrease for the current year. To the extent permitted by law, the Committee and Board may deviate from this formula in establishing the dues after taking into consideration all relevant factors including, but not limited to, projected operating costs, maintenance projects, and appropriate reserves. These dues are payable on or before January 1 of that same fiscal year.
2. Upon the initial purchase of a property in a deed-restricted subdivision, the annual dues shall be prorated as of the date of closing. When an owner of property in a subdivision which is not master deed restricted subjects his property to a GVR deed restriction, the annual dues shall be prorated as of the date the property is made subject to the voluntary deed restriction.
3. Commercial Residential/Care Facility (CRCF) membership properties shall pay annual dues in an amount equal to the then-current annual dues multiplied by the number of units in the facility, regardless of whether or not such units are occupied.

C. Annual Dues Installment Payment Plan

1. Payment plans are available to Members who prefer to pay annual dues in monthly installments rather than in one lump sum, subject to the limitation in (3) below.
2. The fees for setup and administrative costs associated with a payment plan will be established by the Board.
3. A GVR property must be owner-occupied in order to qualify for a payment plan.
4. The past and current month's payments will be charged and must be paid at the time the plan is set up.

5. If a member requests a payment plan, his/her account may be subject to all applicable finance charges.
6. Members will only be able to use the payment plan with an Automatic Clearing House (ACH) Debit.
7. At the time of the request, future finance charges will stop unless the member defaults on payments. If the account is defaulted, all past applicable finance charges that would have been charged will become due.
8. Members may continue to use GVR facilities and attend programs if they are current with their payments.

D. Due Date and Effect of Nonpayment of Annual Dues.

1. Annual dues are due and payable on or before January 1st.
2. Any dues, fees, or assessments that are not paid in full ten (10) days after their due dates shall be deemed delinquent and subject to a late fee as determined by the Board.
3. If a member's account remains delinquent as of May 1, the account will be referred to counsel for collection, including, but not limited to, the recording of a notice of lien against the member's property and the initiation of legal proceedings against the delinquent member and/or his property. Collection costs, including, but not limited to, attorney's fees and court costs, shall be the responsibility of the delinquent members.
4. A member who has entered into an approved payment plan with GVR and is in compliance with the terms thereof shall not be considered delinquent.

E. Initial Fees

1. The Initial Fee may be adjusted annually by the Board based on the Department of Labor CPI (Consumer Price Index), "all items, Western Urban Region," rounded to the nearest dollar amount.
2. The initial fee applies upon the sale of a deed-restricted GVR property from a developer to a third party or upon an owner electing to voluntarily deed-restrict property for GVR membership.
3. An owner paying an Initial Fee shall be exempt from paying the Membership Change Fee on that property.
4. A portion of the revenue from Initial Fees is to be used to fund contributions to the Initiatives Reserve Fund as determined by the Board.

F. Membership Change Fee

1. Upon transfer of title of a GVR membership property, the new owner shall pay a Membership Change Fee.
2. The Membership Change Fee shall be refunded if the new owner was a GVR member within 365 days prior to the transfer of title and owns no other GVR property.
3. Revenue from the Membership Change Fees may be used as will most effectively further the general purpose of the Corporation to provide for current and future needs. A portion of the revenue from Membership

Change Fee is to be used to fund contributions to the Initiatives Reserve Fund as determined by the Board.

4. The Membership Change Fee does not apply to the transfer of title for estate purposes (e.g., into a trust).

G. Other Fees (updated 12/17/2015)

A fee for service is payment for the work involved in an operation that benefits individual members, as distinct from the entire membership.

1. The Board has established fees for services:
 - a) **Disclosure Fees:** There shall be a charge for the processing of disclosure documents upon the transfer of title of a membership property.
 - b) **Tenant Fees:** Upon application, tenant cards shall be issued to a person leasing GVR membership property. There will be a charge for a tenant card.
2. The authority to establish and modify operational fees is delegated to GVR Administration as part of the ongoing day-to-day management of the organization. Such fees fall in the following broad categories.
 - a) **Programmatic Fees:** These fees are established to provide cost recovery of direct expenses related to entertainment, participation, and instructional programs.
 - b) **Facility Fees:** These fees are established to provide cost recovery related exclusively to the use of facility space and/or equipment by outside groups and member usage beyond the basic services of GVR. Such fees include, but are not limited to, reservation fees, time incremental facility usage fees, equipment fees, custodial and technician fees, catering. Damage deposits are required.
 - c) **Administrative Fees:** These fees are established to provide cost recovery for miscellaneous services provided to members and outside parties. Such fees include but are not limited to, photocopying, facsimile, computer, facility keys, card replacement and publications.
 - d) **Processing Fees:** These fees are established to provide cost recovery for labor and overhead generated through business transaction to members and outside parties. Such fees will be attached to all transactional business including, but not limited to, member dues, programs, instructional courses, and rentals.



MINUTES

BOARD OF DIRECTORS SPECIAL MEETING

Friday, January 7, 2022

West Center Auditorium / Zoom

Directors Present: Mike Zelenak (President), Nina Campfield (Vice President), Ted Boyett (Secretary), Donna Coon (Treasurer), Mark McIntosh (Assistant Secretary), Randy Howard (Assistant Treasurer), Kathi Bachelor, Carol Crothers, Christine Gallegos, Connie Griffin, Bart Hillyer, Bev Lawless, Scott Somers (non-voting)

Staff Present: David Jund (Facilities Director), Nanci Moyo (Administrative Supervisor), Natalie Whitman (Communications Manager)

Visitors: 102 (including additional staff)

1. Call to Order / Roll Call – Establish Quorum

The President being in the chair and the Secretary being present.

President Zelenak called the meeting to order at 3:30pm MST. Secretary Boyett called the roll; quorum established.

2. Adopt Agenda

MOTION: Director Gallegos moved, seconded to adopt the Agenda as presented.

Passed: unanimous

3. New Business

A. Facilities Mask Policy

President Zelenak gave a brief overview of the history of the pandemic and how GVR has responded to the situation.

MOTION: President Zelenak moved, seconded to approve proposed motion: In response to the Pima County Board of Supervisors December 21, 2021, Resolution, the GVR Board takes the following action that remains in effect through February 28, 2022, pending any further action by the Board of Supervisors:

- 1) Recommend that GVR members and guests wear a face covering when indoors on GVR property when six feet of physical distance cannot be maintained.
- 2) Require GVR employees wear a mask when indoors on GVR property when six feet of physical distance cannot be maintained.
- 3) Allow GVR clubs to determine site-specific face covering policies for indoor club activities when six feet of physical distance cannot be maintained.

MOTION TO AMEND: Director Hillyer moved, seconded to remove #3 from the proposed motion.

Passed: 10 yes / 2 abstain (Boyett, Gallegos)

MOTION TO AMEND: Director Campfield moved, no second for GVR to establish for the fitness centers and clubs to establish for themselves mask verses non-masked time.

Failed: No second.

MOTION TO AMEND: Director Campfield moved, seconded to have GVR establish mask versus non-masked times for the fitness centers.

Failed: 2 yes (Campfield, Crothers) / 10 no

MOTION TO AMEND: Director Griffin moved, seconded to remove #2 from the proposed amendment.

Passed: unanimous

MOTION TO AMEND: Director Gallegos moved, no second that GVR mandate the mask requirement through February 28, 2022, in public indoor settings or when social distancing is not possible. This involves GVR members, guests, and staff.

Failed: No second.

MOTION TO AMEND: Director Griffin moved, seconded to remove “...pending any further action by the Board of Supervisors.” (This is found at the end of the paragraph in proposed motion before #1.)

Passed: 11 yes / 1 no (Gallegos)

Amended Motion Passed: unanimous

AMENDED MOTION: Approve in response to the Pima County Board of Supervisors December 21, 2021, Resolution, the GVR Board takes the following action that remains in effect through February 28, 2022:

1) Recommend that GVR members and guests wears a face covering when indoors on GVR property when six feet of physical distance cannot be maintained.

4. Member Comments – Members spoke during each amendment vote.

5. Adjournment

MOTION: Director Campfield moved, seconded to adjourn the meeting at 5:15pm MST.

Passed: unanimous



Green Valley Recreation, Inc.
Board of Directors Meeting

2022 Reserve Funding

Prepared By: David Webster, CFO
and Donna Coon, FAC Chair

Meeting Date: Jan 26, 2022

Presented By: David Webster, CFO and Donna Coon, FAC Chair **Consent Agenda:**Yes

Originating Committee / Department:

FAC/Finance

Action Requested:

Approve the transfer of funds to the Maintenance, Repair & Replacement-A (MRR-A) for the 2022 annual funding as determined by the Annual Reserve Study. Approve the transfer of funds to Maintenance, Repair & Replacement-B (MRR-B) which has been approved by the Board as part of the 2022 Annual Budget.

Strategic Plan Goal:

Goal 4: Cultivate and maintain a sound financial base that generates good value for our members.

Background Justification:

The Annual Budget for 2022, approved by the Board on Oct 27, 2021, includes a transfer of \$270,472 to MRR-B. Approval of this motion will complete the transfer of these funds to the board designated reserve fund MRR-B.

The Annual Reserve Study prepared by Browning Reserve has determined the 2022 annual reserve contribution to be \$1,132,047. Approval of this motion will complete the transfer of these funds to the board designated reserve fund MRR-A.

These transfers were approved by the Fiscal Affairs Committee at the January 18, 2022, FAC meeting.

Fiscal Impact:

Annual contributions to MRR-A and MRR-B will be completed for fiscal year 2022.

Board Options:

1. Approve the recommended motion.
2. Table this decision at this time.

Staff Recommendation:

Option #1

Recommended Motion:

The Fiscal Affairs Committee recommends to the board that it authorize staff to complete the following fund transfers:

- 1 - Transfer \$270,472 from Operating Cash to MRR-B.
- 2 - Transfer \$1,132,047 from Operating Cash to MRR-A.

Attachments:

Reserve Study Letter for 2022
Operating Cash transfers memo



P.O. Box 586 Green Valley AZ 85622

520.625.3440

MEMO

TO: Scott Somers
 FROM: David Webster
 DATE: January 5, 2022
 RE: Operating Cash Transfers to MRR & MRR-B Pools and Spas.

Please be informed that GVR staff is recommending transferring the following amounts of cash in January, 2022:

To	Maintenance Repair Replacement Designated Account	\$1,132,047.00
From	Operating Cash (CHASE Depository)	-\$1,132,047.00
	-for the 2022 Board approved budgeted and Reserve Study calculated 2022 MRR Reserve Study funding	

To	MRR-B Pools and Spas Designated Account	\$270,472.00
From	Operating Cash (CHASE Depository)	-\$270,472.00
	-for the 2022 Board approved budgeted funding for the MRR-B Fund	

The transfer of these amounts does not technically require Fiscal Affairs Committee or Board of Directors approval. They are both originating from Operating Cash and were approved in the 2022 Budget. However, GVR staff is requesting that written approval be provided by the FAC and BOD. This will allow complete transparency, communication, and awareness for current and future purposes. These amounts have been included in the Cash projections for 2022 to be transferred in January and, after reviewing the cash receipts of 2022 dues so far, staff believes these transfers can now be executed.

Reserve Study Transmittal Letter

Date: August 12, 2021
To: Melanie Stephenson, Green Valley Recreation Inc
From: Browning Reserve Group (BRG)

Re: Green Valley Recreation Inc; Update w/o Site Visit Review

Attached, please find the reserve study for Green Valley Recreation Inc. To assist in your understanding of the study, and to highlight key information you may need quickly, we have listed below some of the important information contained in the study. At BRG our goal is to bring clarity from complexity, so should you have any questions, please do not hesitate to contact us anytime.

1. Where do I find the recommended reserve contribution for next year's budget?

This is found in *Section III, "30 Year Reserve Funding Plan, Cash Flow Method."* **\$1,132,047** is the annual amount. Directly under the annual amount is the amount per ownership interest, per month, or other period, as applicable. **\$83.18 Household/yr @ 13,610.** For any other funding related issues, if any, see *Section III, "30 Year Reserve Funding Plan, Cash Flow Method."*

2. Where do I find the status of the reserve fund, based on the Percent Funded calculation?

This is found for the 30-year term of the study in *Section IV, "30 Year Reserve Funding Plan, Including Fully Funded Balance and % Funded."* For the year for which the study was prepared, 2022, the Project is **73.8%** funded.

Based on the 30 year cash flow projection, GVR's reserves appear adequately funded as the reserve fund ending balances remain positive throughout the replacement of all major components during the next 30 years.

Although one or more of the reserve fund percentages expressed in this report may be less than one hundred percent, those percentages do not necessarily indicate that GVR's reserves are inadequately funded.

The funding goal set by the CPM is a minimum threshold. 85% of full funding.

3. Where do I find the assumptions for interest and inflation factors?

While this information is in various places in the study, it can always be found in *Section III, "30 Year Reserve Funding Plan, Cash Flow Method."* For this study the assumption is **2.25%** for the interest rate and **2.50%** for the inflation factor. Please be advised these rates estimate the values that will stand the test of time over the 30-year term of the study, not simply only next year.



Green Valley Recreation, Inc.

CONSOLIDATED FINANCIAL STATEMENTS

The accompanying pages are the Financial Reports for November 30, 2021. The four

Statement of Financial Position.

This is also known as a Balance Sheet or the Statement of Net Assets.

Statement of Activities

Also known as an Income and Expense statement. This report shows the types of Income, the categories of expense and the unrealized Investment Market changes for the year to date. The bottom line in this report is the net for all the reserve accounts maintained by GVR.

Statement of Changes in Net Assets

This report displays the financial activity of the four reserves that make up the Net Assets of Green Valley Recreation. These reserves are:

Unrestricted - These net assets include the Fixed Assets (land, buildings and equipment), undesignated current assets less the current liabilities and deferred revenue items.

Emergency - Designated by the Board of Directors, this reserve is held to provide liquidity when needed for operational emergencies.

Maint - Repair - Replacement - designated by the Board of Directors, this reserve is the accumulation of assets in support of the Reserve Study which is mandated for Common Interest Realty Associations like Green Valley Recreation. Annual amounts are budgeted and transferred into this reserve for the purposes of the name of this reserve.

Initiatives - This reserve is designated by the Board of Directors to help with the funding for new programs that evolve from member interests and demands. Innovation in programming enables GVR to respond to member expectations.

MRA - B

Investment Portfolios

This report displays the market values of investments at the beginning of the year, the dollar amounts of changes that occurred from January 1st to the date of the financial statements. The unrealized gain or loss on market value changes is shown on a separate line to result in the market value of investments as of the reporting month end. The investments related to each of the Reserves (Unrestricted and Designated) are included in separate columns.



Green Valley Recreation, Inc. Statement of Financial Position

As of Date: November 30, 2021 and Dec 31, 2020

	November 30, 2021		Dec 31, 2020	
	Total		Total	
ASSETS				
Current Assets				
Cash/Cash Equivalents	972,633		4,558,345	
Accounts Receivable	227,266		244,976	
Prepaid Expenses	294,694		267,187	
Designated Investments (Charles S./SBH)				
Emergency - Fund	1,140,633	(1)	993,416	(17)
MRR - Fund	8,103,170	(2)	7,874,717	(18)
Initiatives - Fund	2,087,287	(3)	1,114,873	(19)
Pools - Fund	-	(4)	-	(20)
Total Designated Investments (CS/SBH)	11,331,090	(5)	9,983,006	(21)
Undesignated Invest. (JP Morgan)	2,811,877	(6)	2,309,471	(22)
Investments	14,142,966		12,292,477	
Total Current Assets	15,637,559		17,362,985	
Fixed Assets				
Contributed Fixed Assets	18,017,085		18,017,085	
Purchased fixed Assets	24,942,127		23,455,093	
Sub-Total	42,959,212		41,472,178	
Less - Accumulated Depreciation	(25,057,119)		(23,587,197)	
Net Fixed Assets	17,902,093		17,884,981	
Total Assets	33,539,652		35,247,966	
LIABILITIES				
Current Liabilities				
Accounts Payable	484,602		636,954	
Deferred Dues Fees & Programs	640,808		3,729,025	
Accrued Payroll	113,769		144,774	
Compensation Liability	42,659		188,920	
Notes Payable	99,000		-	
PACF Refund Liability	287,896		-	
Total Current Liabilities	1,668,735		4,699,673	
TOTAL NET ASSETS	31,870,917		30,548,293	
NET ASSETS				
Temporarily Designated:				
Board Designated:				
Emergency	1,140,633	(10)	993,416	(26)
Maint - Repair - Replacement	8,103,170	(11)	7,874,717	(27)
Initiatives	2,087,287	(12)	1,114,873	(28)
Pools	-	(13)	-	(29)
Sub-Total	11,331,090	(14)	9,983,006	(25)
Unrestricted Net Assets	19,217,203		20,565,287	
Net change Year-to-Date	1,322,625		-	
Unrestricted Net Assets	20,539,828		20,565,287	
TOTAL NET ASSETS	31,870,917		30,548,293	



Green Valley Recreation, Inc. Summary Statement of Activities

YTD Period: 11 month period ending November 30, 2021

FY Budget Period: Jan 1, 2021 - Dec 31, 2021

	PRIOR YEAR COMPARISON			%	BUDGET COMPARISON			%	Fiscal Year Budget	Remaining FY Budget
	2020 YTD Actual	2021 YTD Actual	Year to Year Variance		YTD Actual	YTD Budget	YTD Variance			
Revenue										
Member Dues	6,184,067	6,361,009	176,942	3%	6,361,009	6,352,605	8,403	0.1%	6,930,115	569,106
LC, Trans., Crd Fees.	553,326	629,688	76,363	14%	629,688	706,742	(77,054)	(11%)	789,835	160,146
Capital Revenue	2,263,553	2,844,553	581,000	26%	2,844,553	2,507,241	337,312	13%	2,518,147	(326,406)
Programs	123,476	18,625	(104,851)	(85%)	18,625	217,158	(198,534)	(91%)	260,953	242,328
Instructional	252,928	152,029	(100,898)	(40%)	152,029	182,344	(30,315)	(17%)	206,133	54,104
Recreational Revenue	376,403	170,654	(205,750)	(55%)	170,654	399,502	(228,848)	(57%)	467,086	296,432
Investment Income	251,627	246,563	(5,064)	(2%)	246,563	223,125	23,438	11%	286,746	40,183
Advertising Income	118,536	22,565	(95,972)	(81%)	22,565	68,268	(45,703)	(67%)	71,257	48,693
Cell Tower Lease Inc.	37,612	38,101	490	1%	38,101	34,965	3,137	9%	38,378	277
Comm. Revenue	156,148	60,666	(95,482)	(61%)	60,666	103,233	(42,567)	(41%)	109,635	48,969
Other Income	46,685	69,603	22,918	49%	69,603	89,090	(19,487)	(22%)	91,433	21,830
Facility Rent	28,427	4,340	(24,087)	(85%)	4,340	13,300	(8,960)	(67%)	16,000	11,660
Marketing Events	-	-	-	0%	-	-	-	0%	-	-
In-Kind Contributions	63,913	-	(63,913)	(100%)	-	-	-	0%	-	-
Contributed Income	-	30,382	30,382	0%	30,382	-	30,382	0%	-	(30,382)
Other Revenue	139,025	104,325	(34,700)	(25%)	104,325	102,390	1,935	2%	107,433	3,108
Total Revenue	9,924,149	10,417,458	493,310	5%	10,417,458	10,394,839	22,619	0.2%	11,208,997	791,538
Expenses										
Major Proj.-Rep. & Maint.	266,972	478,571	(211,599)	(79%)	478,571	577,565	98,994	17%	598,359	119,787
Facility Maintenance	341,319	193,023	148,296	43%	193,023	248,181	55,158	22%	254,620	61,597
Fees & Assessments	3,610	14,486	(10,875)	(301%)	14,486	41,831	27,345	65%	42,919	28,433
Utilities	616,531	731,775	(115,244)	(19%)	731,775	784,555	52,779	7%	865,734	133,959
Depreciation	1,529,717	1,522,912	6,805	0%	1,522,912	1,691,551	168,639	10%	1,810,173	287,261
Furniture & Equipment	156,349	200,774	(44,425)	(28%)	200,774	175,343	(25,431)	(15%)	189,667	(11,107)
Vehicles	53,543	71,645	(18,102)	(34%)	71,645	66,395	(5,249)	(8%)	70,112	(1,532)
Facilities & Equipment	2,968,041	3,213,185	(245,144)	(8%)	3,213,185	3,585,420	372,235	10%	3,831,584	618,398
Wages	3,124,287	3,659,865	(535,578)	(17%)	3,659,865	3,793,616	133,751	4%	4,153,407	493,542
Payroll Taxes	230,263	291,893	(61,630)	(27%)	291,893	297,040	5,147	2%	325,212	33,319
Benefits	840,821	875,771	(34,950)	(4%)	875,771	769,430	(106,341)	(14%)	837,771	(37,999)
Personnel	4,195,371	4,827,528	(632,158)	(15%)	4,827,528	4,860,086	32,558	0.7%	5,316,390	488,862
Food & Catering	21,242	17,927	3,316	16%	17,927	40,797	22,870	56%	50,621	32,694
Recreation Contracts	342,237	206,096	136,141	40%	206,096	337,090	130,994	39%	391,912	185,816
Bank & Credit Card Fees	69,140	43,977	25,163	36%	43,977	82,868	38,891	47%	94,119	50,142
Program	432,619	268,000	164,619	38%	268,000	460,755	192,755	42%	536,652	268,652
Communications	99,355	89,714	9,641	10%	89,714	98,460	8,746	9%	107,185	17,471
Printing	64,414	70,283	(5,868)	(9%)	70,283	81,854	11,571	14%	105,170	34,887
Advertising	630	2,802	(2,172)	(345%)	2,802	-	(2,802)	0%	-	(2,802)
Communications	164,400	162,799	1,600	1%	162,799	180,314	17,515	10%	212,355	49,556
Supplies	166,838	254,949	(88,112)	(53%)	254,949	248,115	(6,834)	(3%)	264,531	9,582
Postage	13,749	19,370	(5,620)	(41%)	19,370	17,827	(1,543)	(9%)	18,258	(1,112)
Dues & Subscriptions	8,114	9,318	(1,203)	(15%)	9,318	15,009	5,692	38%	15,558	6,240
Travel & Entertainment	7,746	1,120	6,626	86%	1,120	12,889	11,768	91%	14,912	13,791
Other Operating Expense	251,444	117,673	133,770	53%	117,673	237,700	120,027	50%	263,646	145,973
Operations	447,891	402,430	45,461	10%	402,430	531,540	129,110	24%	576,904	174,474
Information Technology	67,921	60,934	6,987	10%	60,934	82,390	21,456	26%	86,509	25,575
Professional Fees	190,514	239,119	(48,605)	(26%)	239,119	254,765	15,646	6%	272,286	33,167
Commercial Insurance	279,048	291,336	(12,288)	(4%)	291,336	263,638	(27,698)	(11%)	287,000	(4,336)
Taxes	11,575	10,182	1,393	12%	10,182	20,367	10,185	50%	20,367	10,185
Conferences & Training	26,328	9,171	17,157	65%	9,171	45,197	36,025	80%	45,563	36,391
Employee Recognition	5,887	(733)	6,620	112%	(733)	9,939	10,671	107%	10,842	11,575
Provision for Bad Debt	-	-	-	0%	-	-	-	0%	-	-
Corporate Expenses	581,274	610,010	(28,736)	(5%)	610,010	676,296	66,286	9.8%	722,567	112,557
Expenses	8,789,595	9,483,953	(694,358)	(8%)	9,483,953	10,294,411	810,458	8%	11,196,452	1,712,500
Gross surplus(Rev-Exp)	1,134,554	933,506	(201,048)	(18%)	933,506	100,429	833,077	830%	12,544	(920,961)
Net Gain/Loss on Invest.	515,229	389,119	(126,110)		389,119	-	389,119		-	(389,119)
Net from Operations	1,649,783	1,322,625	(327,158)	(20%)	1,322,625	100,429	1,222,196	1,217%	12,544	(1,310,081)



Green Valley Recreation, Inc.
Statement of Changes in Net Assets
As of Date: November 30, 2021 and Dec 31, 2020

	Totals	Unrestricted		Emergency Reserve Fund	Maint - Repair - Replacement Reserve Fund	Initiatives Reserve Fund	Pools Reserve Fund
		Unrestricted	Fixed Assets				
Net change in net assets-GVR	1,322,625 ⁽¹⁵⁾	1,322,625	-	-	-	-	-
Transfers between unrestricted and reserves:							
Reserve Study Allocation	-	-	-	-	-	-	-
Principal Transfers	-	(2,211,995)	-	-	1,048,192	1,163,803	-
Depreciation	-	1,469,922	(1,469,922)	-	-	-	-
Disposal of Fixed Assets	-	-	-	-	-	-	-
Purchase & Contributed Fixed Assets	-	(90,169)	1,487,034	-	(1,018,508)	(367,701)	(10,657)
Withdrawals	(10,657)	30,582	-	-	(203,828)	162,590	10,657
Allocations of Net Change components:							
Investment income	-	(218,961)	-	11,099	177,022	30,840	-
Investment Expenses	-	70,732	-	(5,496)	(56,487)	(8,749)	-
Net Gains (Losses) in Investments	-	(415,307)	-	141,614	282,062	(8,369)	-
Repairs and replacements	-	-	-	-	-	-	-
Net Change to November 30, 2021	1,322,625 ⁽¹⁵⁾	(42,571)	17,112	147,217	228,453	972,414	-
Net Assets at, Dec 31, 2020	30,548,293 ⁽²⁵⁾	2,680,306	17,884,981 ⁽²⁴⁾	993,416 ⁽²⁶⁾	7,874,717 ⁽²⁷⁾	1,114,873 ⁽²⁸⁾	- ⁽²⁹⁾
Net Assets as at, November 30, 2021	31,870,917 ⁽⁹⁾	2,637,735	17,902,093 ⁽⁸⁾	1,140,633 ⁽¹⁰⁾	8,103,170 ⁽¹¹⁾	2,087,287 ⁽¹²⁾	- ⁽¹³⁾
		20,539,828 ⁽¹⁶⁾			11,331,090 ⁽¹⁴⁾		

Footnotes refer to Statement of Financial Position and Statement of Activities

4



Green Valley Recreation, Inc.
Investment Portfolios
Changes and Market Values
Beginning of Year and Current Month End

	Totals	Unrestricted	Emergency Reserve Fund	Maint - Repair - Replace Reserve Fund	Initiatives Reserve Fund	Pools Reserves Fund
Balance Dec 31, 2020 (at Market)	12,292,477 (23)	2,309,471 (22)	993,416 (17)	7,874,717 (18)	1,114,873 (19)	- (20)
Changes since Jan 1, 2020:						
Principal additions	5,211,995	3,000,000	-	1,048,192	1,163,803	-
Investment income	247,554	28,593	11,099	177,022	30,840	-
Withdrawals	(3,927,447)	(2,500,000)	-	(1,222,336)	(205,111)	-
Investment Expenses	(70,732)	-	(5,496)	(56,487)	(8,749)	-
Net Change for 11 Months	1,461,370	528,593	5,603	(53,609)	980,783	-
Balance before Market Change at November 30, 2021	13,753,847	2,838,064	999,019	7,821,108	2,095,656	-
11 Months Net Change in Investments Gain/(Loss)	389,119	(26,188)	141,614	282,062	(8,369)	-
Balance at November 30, 2021 (at Market)	\$ 14,142,966 (7)	2,811,877 (6)	1,140,633.09 (1)	8,103,170 (2)	2,087,287 (3)	- (4)
				11,331,090 (14)		

Footnotes refer to Statement of Financial Position and Statement of Activities

9



Green Valley Recreation, Inc.

CONSOLIDATED FINANCIAL STATEMENTS

The accompanying pages are the Financial Reports for December 31, 2021. The four

Statement of Financial Position.

This is also known as a Balance Sheet or the Statement of Net Assets.

Statement of Activities

Also known as an Income and Expense statement. This report shows the types of Income, the categories of expense and the unrealized Investment Market changes for the year to date. The bottom line in this report is the net for all the reserve accounts maintained by GVR.

Statement of Changes in Net Assets

This report displays the financial activity of the four reserves that make up the Net Assets of Green Valley Recreation. These reserves are:

Unrestricted - These net assets include the Fixed Assets (land, buildings and equipment), undesignated current assets less the current liabilities and deferred revenue items.

Emergency - Designated by the Board of Directors, this reserve is held to provide liquidity when needed for operational emergencies.

Maint - Repair - Replacement - designated by the Board of Directors, this reserve is the accumulation of assets in support of the Reserve Study which is mandated for Common Interest Realty Associations like Green Valley Recreation. Annual amounts are budgeted and transferred into this reserve for the purposes of the name of this reserve.

MRR-B Pools and Spas - Board designated reserve for end of life replacement of Pools and Spas

Initiatives - This reserve is designated by the Board of Directors to help with the funding for new programs that evolve from member interests and demands. Innovation in programming enables GVR to respond to member expectations.

Investment Portfolios

This report displays the market values of investments at the beginning of the year, the dollar amounts of changes that occurred from January 1st to the date of the financial statements. The unrealized gain or loss on market value changes is shown on a separate line to result in the market value of investments as of the reporting month end. The investments related to each of the Reserves (Unrestricted and Designated) are included in separate columns.



Green Valley Recreation, Inc. Statement of Financial Position

As of Date: December 31, 2021 and Dec 31, 2020

	December 31, 2021	Dec 31, 2020
	Total	Total
ASSETS		
Current Assets		
Cash/Cash Equivalents	3,678,580	4,558,345
Accounts Receivable	227,616	244,976
Prepaid Expenses	238,830	267,187
Designated Investments (Charles S./SBH)		
Emergency - Fund	1,170,653 (1)	993,416 (17)
MRR - Fund	8,025,718 (2)	7,874,717 (18)
Initiatives - Fund	2,166,737 (3)	1,114,873 (19)
Pools & Spas - Fund	1,083,705 (4)	- (20)
Total Designated Investments (CS/SBH)	12,446,813 (5)	9,983,006 (21)
Undesignated Invest. (JP Morgan)	2,809,726 (6)	2,309,471 (22)
Investments	15,256,539 (7)	12,292,477 (23)
Total Current Assets	19,401,565	17,362,985
Fixed Assets		
Contributed Fixed Assets	18,017,085	18,017,085
Purchased fixed Assets	25,151,722	23,455,093
Sub-Total	43,168,807	41,472,178
Less - Accumulated Depreciation	(25,193,273)	(23,587,197)
Net Fixed Assets	17,975,534 (8)	17,884,981 (24)
Total Assets	37,377,099	35,247,966
LIABILITIES		
Current Liabilities		
Accounts Payable	280,326	636,954
Deferred Dues Fees & Programs	4,582,190	3,729,025
Accrued Payroll	164,148	144,774
Compensation Liability	30,471	188,920
Notes Payable	99,000	-
MCF Refund Liability	293,328	-
Total Current Liabilities	5,449,463	4,699,673
TOTAL NET ASSETS	31,927,635 (9)	30,548,293 (25)
NET ASSETS		
Temporarily Designated:		
Board Designated:		
Emergency	1,170,653 (10)	993,416 (26)
Maint - Repair - Replacement	8,025,718 (11)	7,874,717 (27)
Initiatives	2,166,737 (12)	1,114,873 (28)
Pools	1,083,705 (13)	- (29)
Sub-Total	12,446,813 (14)	9,983,006
Unrestricted Net Assets	18,101,480	20,565,287
Net change Year-to-Date	1,379,343 (15)	-
Unrestricted Net Assets	19,480,823 (16)	20,565,287
TOTAL NET ASSETS	31,927,635	30,548,293



Green Valley Recreation, Inc. Summary Statement of Activities

YTD Period: 12 month period ending December 31, 2021

FY Budget Period: Jan 1, 2021 - Dec 31, 2021

	PRIOR YEAR COMPARISON			%	BUDGET COMPARISON			%	Fiscal Year Budget	Remaining FY Budget
	2020 YTD Actual	2021 YTD Actual	Year to Year Variance		YTD Actual	YTD Budget	YTD Variance			
Revenue										
Member Dues	6,748,910	6,937,667	188,757	3%	6,937,667	6,930,115	7,552	0.1%	6,930,115	(7,552)
LC, Trans., Crd Fees.	611,398	706,524	95,126	16%	706,524	789,835	(83,311)	(11%)	789,835	83,311
Capital Revenue	2,533,963	3,147,953	613,990	24%	3,147,953	2,518,147	629,806	25%	2,518,147	(629,806)
Programs	124,728	45,602	(79,126)	(63%)	45,602	260,953	(215,351)	(83%)	260,953	215,351
Instructional	253,846	167,084	(86,762)	(34%)	167,084	206,133	(39,049)	(19%)	206,133	39,049
Recreational Revenue	378,573	212,685	(165,888)	(44%)	212,685	467,086	(254,400)	(54%)	467,086	254,400
Investment Income	288,038	291,923	3,885	1%	291,923	286,746	5,177	2%	286,746	(5,177)
Advertising Income	122,893	22,565	(100,329)	(82%)	22,565	71,257	(48,693)	(68%)	71,257	48,693
Cell Tower Lease Inc.	41,059	41,594	535	1%	41,594	38,378	3,216	8%	38,378	(3,216)
Comm. Revenue	163,952	64,159	(99,794)	(61%)	64,159	109,635	(45,477)	(41%)	109,635	45,477
Other Income	49,147	74,256	25,109	51%	74,256	91,433	(17,177)	(19%)	91,433	17,177
Facility Rent	28,427	5,110	(23,317)	(82%)	5,110	16,000	(10,890)	(68%)	16,000	10,890
Marketing Events	-	-	-	0%	-	-	-	0%	-	-
In-Kind Contributions	63,913	-	(63,913)	(100%)	-	-	-	0%	-	-
Contributed Income	-	30,382	30,382	0%	30,382	-	30,382	0%	-	(30,382)
Other Revenue	141,486	109,748	(31,738)	(22%)	109,748	107,433	2,315	2%	107,433	(2,315)
Total Revenue	10,866,321	11,470,659	604,338	6%	11,470,659	11,208,997	261,663	2.3%	11,208,997	(261,663)
Expenses										
Major Proj.-Rep. & Maint.	299,982	539,145	(239,163)	(80%)	539,145	598,359	59,214	10%	598,359	59,214
Facility Maintenance	371,289	207,641	163,648	44%	207,641	254,620	46,979	18%	254,620	46,979
Fees & Assessments	23,011	15,446	7,565	33%	15,446	42,919	27,473	64%	42,919	27,473
Utilities	719,908	817,356	(97,449)	(14%)	817,356	865,734	48,378	6%	865,734	48,378
Depreciation	1,668,559	1,659,066	9,494	1%	1,659,066	1,810,173	151,108	8%	1,810,173	151,108
Furniture & Equipment	190,685	224,421	(33,737)	(18%)	224,421	189,667	(34,755)	(18%)	189,667	(34,755)
Vehicles	66,385	80,984	(14,599)	(22%)	80,984	70,112	(10,872)	(16%)	70,112	(10,872)
Facilities & Equipment	3,339,819	3,544,060	(204,240)	(6%)	3,544,060	3,831,584	287,524	8%	3,831,584	287,524
Wages	3,928,846	4,092,863	(164,017)	(4%)	4,092,863	4,153,407	60,544	1%	4,153,407	60,544
Payroll Taxes	268,812	320,485	(51,673)	(19%)	320,485	325,212	4,727	1%	325,212	4,727
Benefits	862,636	957,014	(94,378)	(11%)	957,014	837,771	(119,242)	(14%)	837,771	(119,242)
Personnel	5,060,293	5,370,362	(310,069)	(6%)	5,370,362	5,316,390	(53,972)	(1.0%)	5,316,390	(53,972)
Food & Catering	24,689	19,866	4,823	20%	19,866	50,621	30,754	61%	50,621	30,754
Recreation Contracts	351,530	260,651	90,879	26%	260,651	391,912	131,261	33%	391,912	131,261
Bank & Credit Card Fees	73,900	45,776	28,124	38%	45,776	94,119	48,344	51%	94,119	48,344
Program	450,120	326,293	123,826	28%	326,293	536,652	210,359	39%	536,652	210,359
Communications	110,007	100,292	9,715	9%	100,292	107,185	6,893	6%	107,185	6,893
Printing	67,094	75,640	(8,546)	(13%)	75,640	105,170	29,530	28%	105,170	29,530
Advertising	630	2,802	(2,172)	(345%)	2,802	-	(2,802)	0%	-	(2,802)
Communications	177,731	178,734	(1,004)	(1%)	178,734	212,355	33,621	16%	212,355	33,621
Supplies	212,688	294,291	(81,602)	(38%)	294,291	264,531	(29,760)	(11%)	264,531	(29,760)
Postage	14,300	20,496	(6,195)	(43%)	20,496	18,258	(2,238)	(12%)	18,258	(2,238)
Dues & Subscriptions	9,886	9,829	57	1%	9,829	15,558	5,729	37%	15,558	5,729
Travel & Entertainment	7,746	1,470	6,276	81%	1,470	14,912	13,441	90%	14,912	13,441
Other Operating Expense	295,759	144,805	150,954	51%	144,805	263,646	118,841	45%	263,646	118,841
Operations	540,379	470,890	69,489	13%	470,890	576,904	106,014	18%	576,904	106,014
Information Technology	81,983	69,919	12,064	15%	69,919	86,509	16,590	19%	86,509	16,590
Professional Fees	250,780	255,360	(4,581)	(2%)	255,360	272,286	16,926	6%	272,286	16,926
Commercial Insurance	304,699	318,648	(13,949)	(5%)	318,648	287,000	(31,648)	(11%)	287,000	(31,648)
Taxes	11,870	10,182	1,688	14%	10,182	20,367	10,185	50%	20,367	10,185
Conferences & Training	30,028	11,310	18,718	62%	11,310	45,563	34,253	75%	45,563	34,253
Employee Recognition	13,882	400	13,481	97%	400	10,842	10,442	96%	10,842	10,442
Provision for Bad Debt	-	-	-	0%	-	-	-	0%	-	-
Corporate Expenses	693,242	665,820	27,422	4%	665,820	722,567	56,748	7.9%	722,567	56,748
Expenses	10,261,584	10,556,159	(294,576)	(3%)	10,556,159	11,196,452	640,293	6%	11,196,452	640,293
Gross surplus/(Rev-Exp)	604,738	914,500	309,762	51%	914,500	12,544	901,956		12,544	(901,956)
Net. Gain/Loss on Invest.	632,921	464,843	(168,078)		464,843	-	464,843		-	(464,843)
Net from Operations	1,237,658	1,379,343	141,685	11%	1,379,343	12,544	1,366,799		12,544	(1,366,799)



Green Valley Recreation, Inc.
Statement of Changes in Net Assets

As of Date: December 31, 2021 and Dec 31, 2020

	Totals	Unrestricted		Emergency Reserve Fund	Maint - Repair - Replacement Reserve Fund	Initiatives Reserve Fund	Pools & Spas Reserve Fund
		Unrestricted	Fixed Assets				
Net change in net assets-GVR	1,379,343 ⁽¹⁵⁾	1,379,343	-	-	-	-	-
Transfers between unrestricted and reserves:							
Reserve Study Allocation	-	-	-	-	-	-	-
Principal Transfers	(1,300,207)	(4,600,783)	-	-	1,048,192	2,252,384	1,300,207
Depreciation	-	1,606,075	(1,606,075)	-	-	-	-
Disposal of Fixed Assets	-	-	-	-	-	-	-
Purchase & Contributed Fixed Assets	-	(91,669)	1,696,629	-	(1,019,108)	(367,701)	(218,152)
Withdrawals	(1,650)	1,210,181	-	-	(358,000)	(853,831)	1,650
Allocations of Net Change components:							
Investment income	-	(249,791)	-	16,748	193,879	39,164	-
Investment Expenses	-	70,732	-	(5,496)	(56,487)	(8,749)	-
Net Gains (Losses) in Investments	-	(499,106)	-	165,986	342,523	(9,403)	-
Repairs and replacements	-	-	-	-	-	-	-
Net Change to December 31, 2021	1,379,343 ⁽¹⁵⁾	(1,175,018)	90,554	177,238	151,000	1,051,864	1,083,705
Net Assets at, Dec 31, 2020	30,548,293 ⁽²⁵⁾	2,680,306	17,884,981 ⁽²⁴⁾	993,416 ⁽²⁶⁾	7,874,717 ⁽²⁷⁾	1,114,873 ⁽²⁸⁾	- ⁽²⁹⁾
Net Assets as at, December 31, 2021	31,927,635 ⁽⁹⁾	1,505,288	17,975,534 ⁽⁸⁾	1,170,653 ⁽¹⁰⁾	8,025,718 ⁽¹¹⁾	2,166,737 ⁽¹²⁾	1,083,705 ⁽¹³⁾
		19,480,823 ⁽¹⁶⁾			12,446,813 ⁽¹⁴⁾		

Footnotes refer to Statement of Financial Position and Statement of Activities



Green Valley Recreation, Inc.
 Investment Portfolios
 Changes and Market Values
 Beginning of Year and Current Month End

	Totals	Unrestricted	Emergency Reserve Fund	Maint - Repair - Replace Reserve Fund	Initiatives Reserve Fund	Pools & Spas Reserve Fund
Balance Dec 31, 2020 (at Market)	12,292,477 ⁽²³⁾	2,309,471 ⁽²²⁾	993,416 ⁽¹⁷⁾	7,874,717 ⁽¹⁸⁾	1,114,873 ⁽¹⁹⁾	- ⁽²⁰⁾
Changes since Jan 1, 2020:						
Principal additions	7,600,783	3,000,000	-	1,048,192	2,252,384	1,300,207
Investment income	284,309	34,517	16,748	193,879	39,164	-
Withdrawals	(5,315,141)	(2,500,000)	-	(1,377,108)	(1,221,532)	(216,502)
Investment Expenses	(70,732)	-	(5,496)	(56,487)	(8,749)	-
Net Change for 12 Months	2,499,219	534,517	11,252	(191,523)	1,061,267	1,083,705
Balance before Market Change at December 31, 2021	14,791,696	2,843,989	1,004,668	7,683,194	2,176,140	1,083,705
12 Months Net Change in Investments Gain/(Loss)	464,843	(34,263)	165,986	342,523	(9,403)	-
Balance at December 31, 2021 (at Market) \$	15,256,539 ⁽⁷⁾	2,809,726 ⁽⁶⁾	1,170,653.26 ⁽¹⁾	8,025,718 ⁽²⁾	2,166,737 ⁽³⁾	1,083,705 ⁽⁴⁾

12,446,813 ⁽¹⁴⁾

Footnotes refer to Statement of Financial Position and Statement of Activities

9



Exhibit 5.C



Green Valley Recreation, Inc
 Summary of Revenue & Expenditures - Budget to Actual
 For Fiscal Year Ending Dec 31, 2021

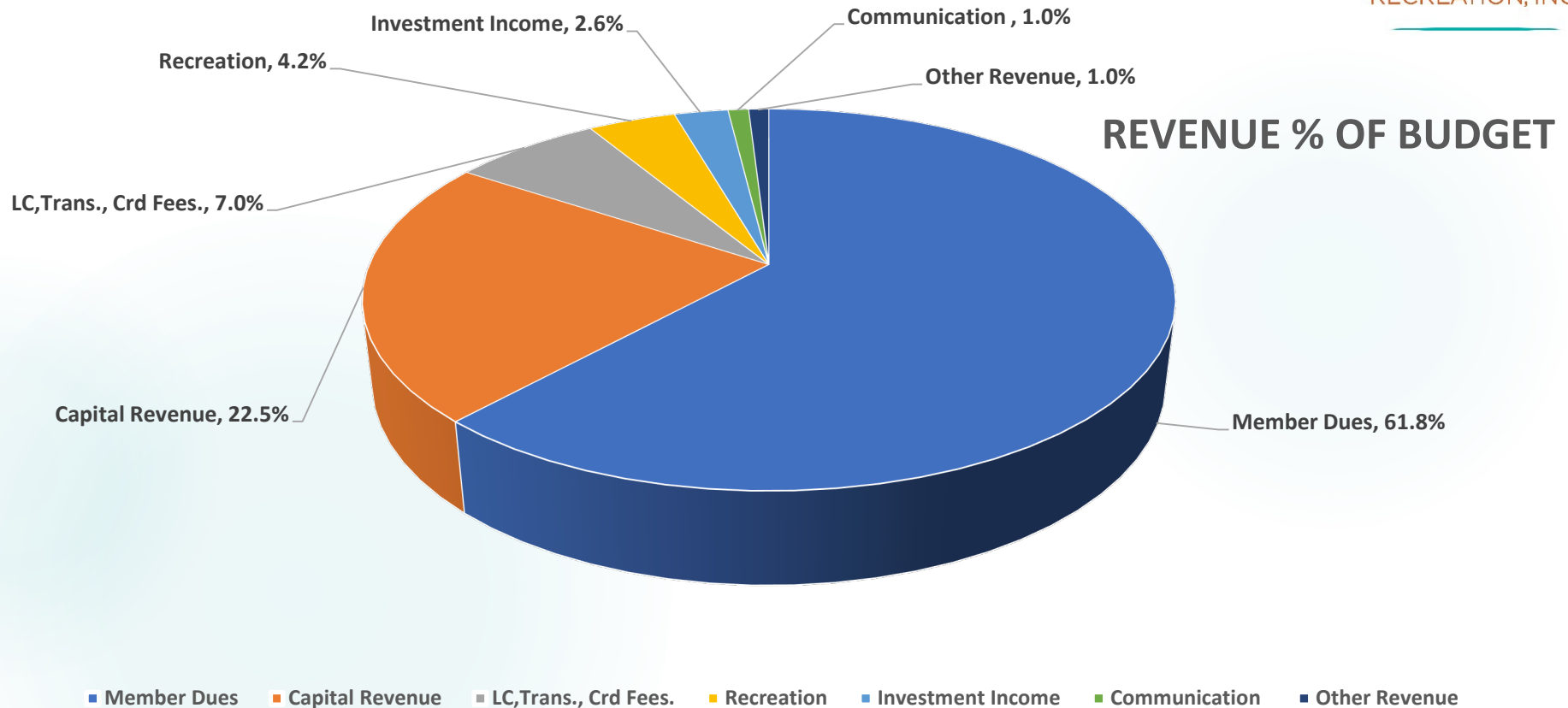


Cumulative Quarterly Board Report January - December 2021

	2021 Annual Budget	January - December 2021			Prior Year		
		YTD	Actual	% of	FY 2020	Var. from Prior Year	
		Budget	4Q YTD	Variance	4Q YTD	%	\$
Revenue:							
Member Dues	\$ 6,930,115	\$ 6,930,115	\$ 6,937,667	0.1%	\$ 6,748,910	2.7%	\$ 188,757
LC,Trans., Crd Fees.	789,835	789,835	706,524	(10.5%)	611,398	15.6%	95,126
Capital Revenue	2,518,147	2,518,147	3,147,953	25.0%	2,533,963	24.2%	613,990
Recreation	467,086	467,086	212,685	(54.5%)	378,573	(43.8%)	(165,888)
Investment Income	286,746	286,746	291,923	1.8%	288,038	1.3%	3,885
Communication	109,635	109,635	64,159	(41.5%)	163,952	(60.9%)	(99,794)
Other Revenue	107,433	107,433	109,748	2.2%	141,486	(22.4%)	(31,738)
Total Revenue	11,208,997	11,208,997	11,470,659	2.3%	\$ 10,866,321	5.6%	\$ 604,338

Total Revenue was 2.3% over budget for the year. \$254K of Recreation negative variance is offset by lower Program expenses. \$83K Fees negative variance due to fewer Guest Cards and Tenant Fees. Negatives offset with \$630K positive variance in Capital Revenue resulting in net positive total variance from budget of \$261,662.

GVR Budgeted Revenue

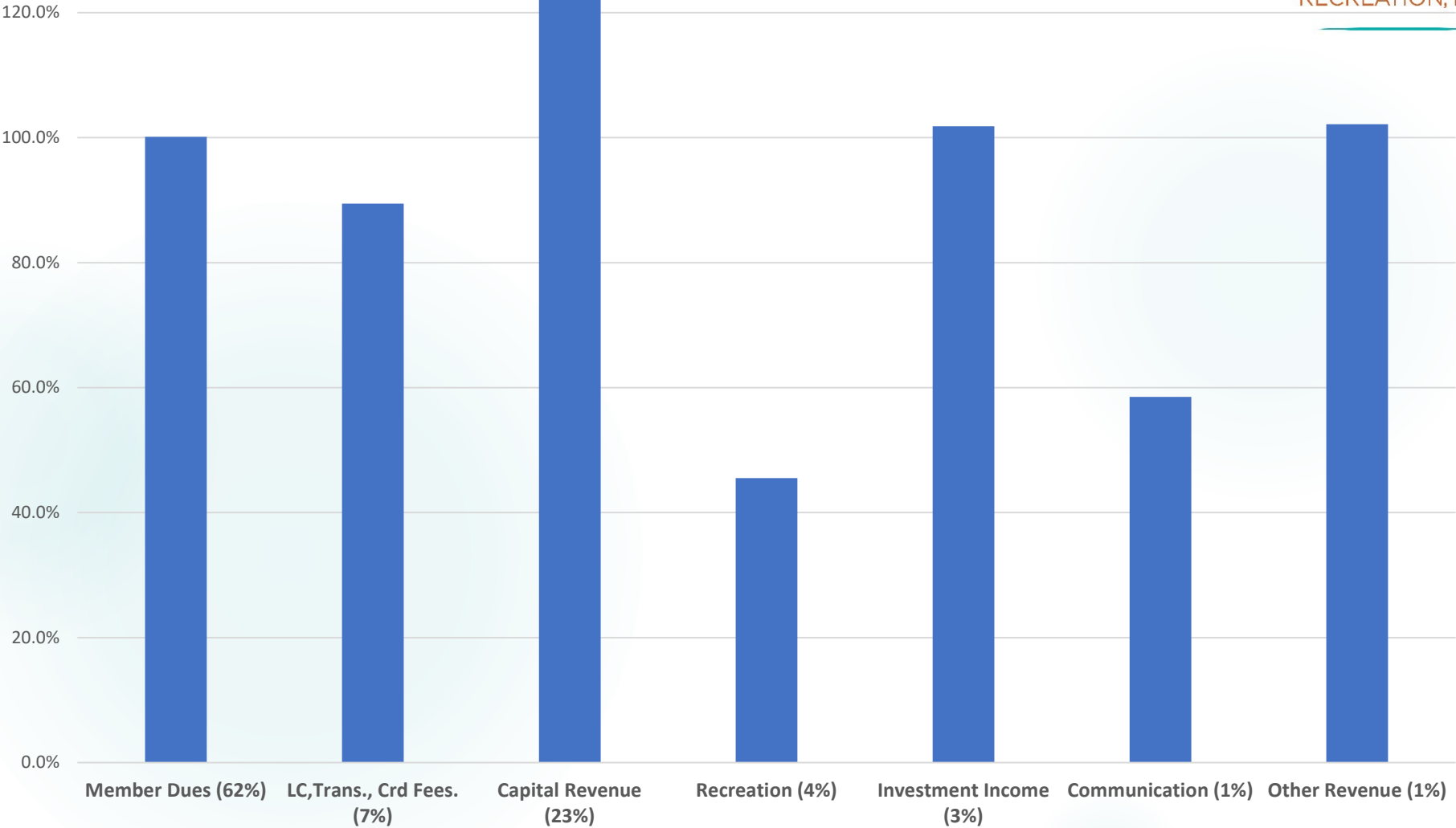


The top two budgeted Revenue items are Member Dues and Capital Revenue which make up 84.3% of the Total Budget

GVR Revenue Compared To Budget



Revenue % of Budget



Green Valley Recreation, Inc
 Summary of Revenue & Expenditures - Budget to Actual
 For Fiscal Year Ending Dec 31, 2021



Cumulative Quarterly Board Report January - December 2021

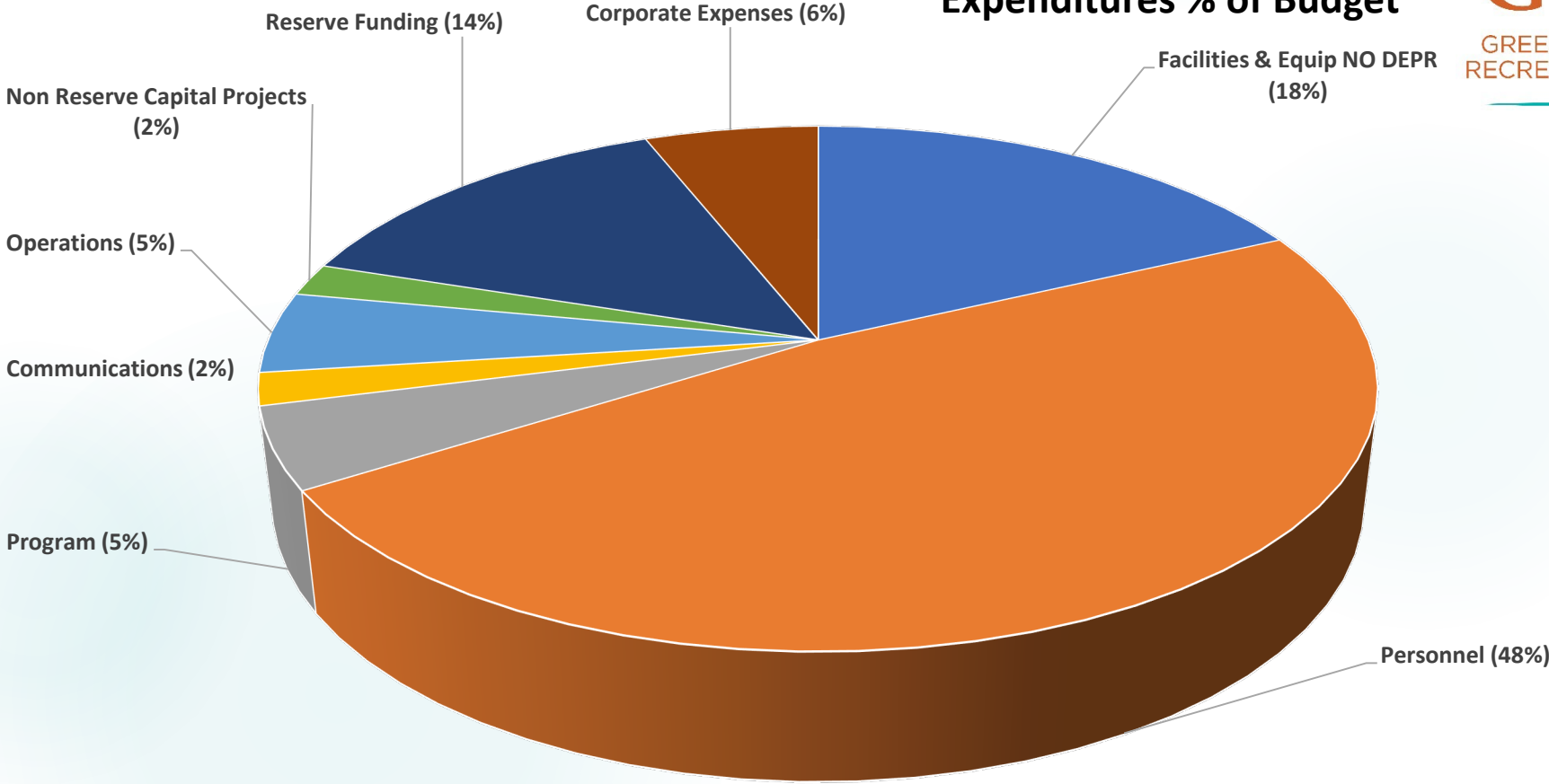
	2021 Annual Budget	January - December 2021			Prior Year		
		YTD	Actual	% of	FY 2020	Var. from Prior Year	
		Budget	4Q YTD	Variance	4Q YTD	%	\$
Expenditures:							
Facilities & Equipment NO DEPRECIATI	\$ 2,021,411	\$ 2,021,411	\$ 1,884,994	7.5%	\$ 1,671,260	(12.8%)	\$ (213,734)
Personnel	5,316,390	5,316,390	5,370,362	(1.0%)	5,060,293	(6.1%)	\$ (310,069)
Program	536,652	536,652	326,293	39.2%	450,120	27.5%	\$ 123,826
Communications	212,355	212,355	178,734	15.8%	177,731	(0.6%)	\$ (1,004)
Operations	576,904	576,904	470,890	18.4%	540,379	12.9%	\$ 69,489
Corporate Expenses	722,567	722,567	665,820	7.9%	693,242	4.0%	\$ 27,422
Total Expenditures	9,386,279	9,386,279	8,897,094	5.7%	8,593,024	(3.5%)	\$ (304,070)
Excess Revenues Over Exp.	\$ 1,822,717	\$ 1,822,717	\$ 2,573,566		\$ 2,273,297		\$ 300,269

Total Expenditures are \$489K under budget with Program direct expenses offsetting reduced revenue. Facilities \$136K under budget. Personnel \$54K over budget due to higher insurance costs.

GVR Budgeted Expenses

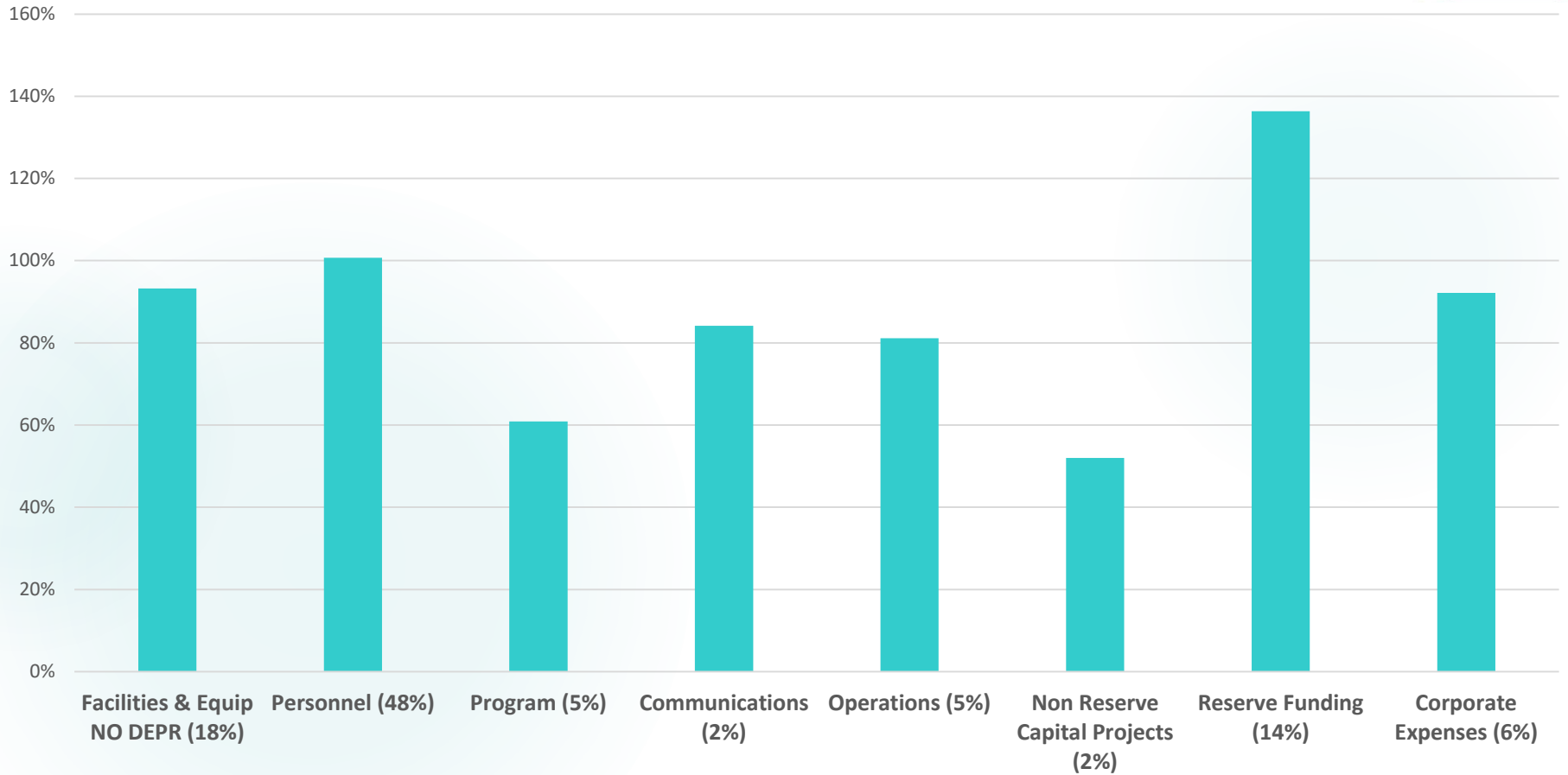


Expenditures % of Budget



- Facilities & Equip NO DEPR (18%)
- Personnel (48%)
- Program (5%)
- Communications (2%)
- Operations (5%)
- Non Reserve Capital Projects (2%)
- Reserve Funding (14%)
- Corporate Expenses (6%)

GVR Expenses Compared To Budget



Green Valley Recreation, Inc
 Summary of Revenue & Expenditures - Budget to Actual
 For Fiscal Year Ending Dec 31, 2021



Cumulative Quarterly Board Report January - December 2021

	2021 Annual Budget	January - December 2021	
		YTD Budget	Actual 4Q YTD
Total Revenue	11,208,997	11,208,997	11,470,659
Total Expenditures	9,386,279	9,386,279	8,876,673
Non Reserve Capital Projects	(205,000)	(205,000)	(106,604)
Remove Income From Reserves	(234,482)	(234,482)	(249,791)
Reserve Funding Initiatives	(507,314)	(507,314)	(1,134,035)
Reserve Funding MRR & MRR-B	(1,217,747)	(1,217,747)	(1,217,745)
MRR Expenses paid by Reserve	259,034	259,034	200,935
Deduct Grant Funding	-	-	(30,000)
Deduct Reserve Investment Exp.	82,792	82,792	70,732
Modified Accrual Basis Surplus	0	0	127,478

The budget for the year is a Zero Surplus. The preliminary Surplus which includes a \$500K adjustment for cash transferred out of Operating Cash is \$127K.



Green Valley Recreation, Inc
Statement of Financial Position
December 31, 2021



	Current December 31, 2021	Prior Year December 31, 2020	Increase (Decrease)	
Assets				
Total Operating Cash	6,487,887	6,867,816	(379,930)	(6%)
Accounts Receivable	227,616	244,976	(17,360)	(7%)
Designated Investments	12,446,813	9,983,006	2,463,807	25%
Prepaid Expenses	238,830	267,187	(28,357)	(11%)
Total Current Assets	19,401,145	17,362,985	2,038,160	12%
Fixed Assets				
Net Fixed Assets	17,975,534	17,884,981	90,554	1%
Total Assets	37,376,679	35,247,966	2,128,713	6%

Board Designated Reserves (Initiatives, Maintenance Repair & Replacement, and Emergency Funds) are \$2.5 Million higher than 12 months ago. All Funds experienced good returns on investments. Largest Increase is in the Initiatives Fund due to large transfers from Operating Cash to Initiatives.



Green Valley Recreation, Inc
Statement of Financial Position
 December 31, 2021



Liabilities

Accounts Payables	259,485	636,954	(377,469)	(59%)
Deffered Dues & Fees	5,138,666	3,873,799	1,264,867	33%
Compensation Liability	30,471	188,920	(158,449)	(84%)
Total Liabilities	5,428,622	4,699,673	728,949	16%

Total Net Assets	31,948,057	30,548,293	1,399,764	5%
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Net Assets

Board Designated Net Assets	12,446,813	9,983,006	2,463,807	25%
Unrestricted Net Assetes	18,101,480	20,565,287	(2,463,807)	(5%)
Net Change Year-To-Date	1,399,764	-	1,399,764	
Total Net Assets	31,948,056	30,548,293	1,399,763	5%

The \$729K increase in Liabilities include \$60K lease liability and \$90K Note Payable relating to the purchase of the Parking lot for the Canoa Hills Clubhouse. Deferred Dues liability increased due to more of next year dues (2022) being received in December 2021

Green Valley Recreation, Inc.
Investments Performance
31-Dec-21



Fund	January 1, 2021	December 31, 2021	RETURN ON INVESTMENT			
			Year To Date		One Year (12 months)	
			Actual	Benchmark *	Actual	Benchmark *
Maintenance Repair & Replacement (SBH)	\$ 7,874,717	\$ 8,025,718	5.7%	4.0%	5.7%	4.0%
MRR - Part B Pools and Spas (SBH)	\$ -	\$ 1,083,705				
Initiatives (SBH)	\$ 1,114,873	\$ 2,166,737	1.5%	0.6%	1.5%	0.6%
Emergency (SBH)	\$ 993,416	\$ 1,170,653	17.8%	14.9%	17.8%	14.9%
Total Designated Reserve:	\$ 9,983,006	\$ 12,446,813				
Operating Investment Fund Part A Short Term - JP Morgan	\$ 2,309,471	\$ 2,809,726	0.8%	0.6%	0.8%	0.6%
Operating Investment Fund Part B Short Term - JP Morgan	\$ -	\$ -				
Total Invested Operating Cash	\$ 2,309,471	\$ 2,809,726				

All returns on Invested funds are exceeding the benchmarks established by the Investments Policies. The largest dollar increase is in initiatives. Almost \$1.5M was transferred from Operating Cash to Initiatives in 2021 due to Operating Cash Policy implementation.

THANK YOU

QUESTIONS?



Green Valley Recreation, Inc.
Board of Directors Meeting
Creation of a Growth Task Force

Prepared By: David Webster, CFO & Donna Coon, FAC Chair **Meeting Date:** January 26, 2022

Presented By: David Webster, CFO and Donna Coon, FAC Chair **Consent Agenda:** No

Originating Committee: Department: FAC/Finance
Action Requested: Approve the creation of a Growth Task Force to review housing and development issues in Green Valley.
Strategic Plan Goal: Goal 4: Cultivate and maintain a sound financial base that generates good value for our members.
Background Justification: At the January 19, 2022, FAC meeting the committee passed a motion to create a Growth Task Force to gather information that may impact our annual budget preparation. The scope of this committee will be determined and then presented to the FAC and Board for their final approval.
Fiscal Impact: Having accurate information on housing trends will help to improve our budgeting process.
Board Options: <ol style="list-style-type: none">1. Approve the recommended motion.2. Approve the recommended motion with changes3. Table this decision at this time.
Staff Recommendation: Option #1
Recommended Motion: The Fiscal Affairs Committee recommends to the Board of Directors the creation of a Growth Task Force to study and to project housing, demographics, population needs, and development issues of Green Valley. The committee will be appointed by the Chair of the FAC for assisting in creating budgets, projections and trends for budgeting and long-term planning. The Task Force will contain 4 members of the FAC and 3 subject content expert individuals such as real estate experts. The Task Force's first task will be to clarify the mission and the Task Force will coordinate with staff and meet quarterly.
Attachments: None



Green Valley Recreation, Inc.

Board of Directors Meeting

Approve CPM Amendments, Parts 1-4

Prepared By: Nina Campfield	Meeting Date: January 26, 2022
Presented By: Nina Campfield	Consent Agenda: No

Originating Committee:

Board Affairs Committee

Background:

The Board Affairs Committee has been working to amend the Corporate Policy Manual by re-organizing, removing redundancies, eliminating conflicting items and removing items that are inconsistent with the Bylaws or Arizona Revised Statutes. These amended sections include all changes that have been made since the original re-organization was made in June of 2021.

The changes have been approved by legal counsel.

The BAC recommends that the board approve the amendments.

Motion:

Move that Parts 1-4 of the amended CPM be approved.

Strategic Plan Focus Area:

Goal 5 – Good Governance

Attachments:

Redlined and Clean versions:
CPM Part 1 Membership and Facilities
CPM Part 2 Board of Directors
CPM Part 3 Committees
CPM Part 4 CEO

PART 1 MEMBERSHIP AND FACILITIES

SECTION 1 - DUES AND FEES

1.1.1 General

Annual dues and fees shall be established each year by the approval of a majority of Directors in office, provided that should the Board fail to establish the amount of a particular fee, it shall remain unchanged from the previous year.

1.1.2 Annual Dues

1. The Board shall establish membership dues for each fiscal year on or before December 10. In establishing annual dues, the Fiscal Affairs Committee and the Board of Directors shall use the following formula as a starting point. The sum of 50% of the CPI (W) percentage increase/decrease through September of the current year and 50% of the Social Security percentage increase/decrease for the current year. To the extent permitted by law, the Committee and Board may deviate from this formula in establishing the dues after taking into consideration all relevant factors including, but not limited to, projected operating costs, maintenance projects, and appropriate reserves. These dues are payable on or before January 1 of that same fiscal year.
2. Upon the initial purchase of a property in a deed-restricted subdivision, the annual dues shall be prorated as of the date of closing. When an owner of property in a subdivision which is not master deed restricted subjects his property to a GVR deed restriction, the annual dues shall be prorated as of the date the property is made subject to the voluntary deed restriction.
3. Commercial Residential/Care Facility (CRCF) membership properties shall pay annual dues in an amount equal to the then-current annual dues multiplied by the number of units in the facility, regardless of whether or not such units are occupied.

1.1.3 Annual Dues Installment Payment Plan

1. Payment plans are available to Members who prefer to pay annual dues in monthly installments rather than in one lump sum, subject to the limitation in (3) below.
2. The fees for setup and administrative costs associated with a payment plan will be established by the Board.

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3. A GVR property must be owner-occupied in order to qualify for a payment plan.
4. The past and current month's payments will be charged and must be paid at the time the plan is set up.
5. If a member requests a payment plan, his/her account may be subject to all applicable finance charges.
6. Members will only be able to use the payment plan with an Automatic Clearing House (ACH) Debit.
7. At the time of the request, future finance charges will stop unless the member defaults on payments. If the account is defaulted, all past applicable finance charges that would have been charged will become due.
8. Members may continue to use GVR facilities and attend programs if they are current with their payments.

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1.1.4 Due Date and Effect of Nonpayment of Annual Dues.

1. Annual dues are due and payable on or before January 1st.
2. Any dues, fees, or assessments that are not paid in full ten (10) days after their due dates shall be deemed delinquent and subject to a late fee as determined by the Board.
3. If a member's account remains delinquent as of May 1, the account will be referred to counsel for collection, including, but not limited to, the recording of a notice of lien against the member's property and the initiation of legal proceedings against the delinquent member and/or his property. Collection costs, including, but not limited to, attorney's fees and court costs, shall be the responsibility of the delinquent members.
4. A member who has entered into an approved payment plan with GVR and is in compliance with the terms thereof shall not be considered delinquent.

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1.1.5 Initial Fees

1. The Initial Fee may be adjusted annually by the Board based on the Department of Labor CPI (Consumer Price Index), "all items, Western Urban Region," rounded to the nearest dollar amount.
2. The initial fee applies upon the sale of a deed-restricted GVR property from a developer to a third party or upon an owner electing to voluntarily deed-restrict property for GVR membership.
3. An owner paying an Initial Fee shall be exempt from paying the Membership Change Fee on that property.
4. A portion of the revenue from Initial Fees is to be used to fund contributions to the Initiatives Reserve Fund as determined by the Board.

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1.1.6 Membership Change Fee

1. Upon transfer of title of a GVR membership property, the new owner shall pay a Membership Change Fee.
2. The Membership Change Fee shall be refunded if the new owner was a GVR member within 365 days prior to the transfer of title and owns no other GVR property.
3. Revenue from the Membership Change Fees may be used as will most effectively further the general purpose of the Corporation to provide for current and future needs. A portion of the revenue from Membership Change Fee is to be used to fund contributions to the Initiatives Reserve Fund as determined by the Board.
4. The Membership Change Fee does not apply to the transfer of title for estate purposes (e.g., into a trust).

1.1.7 Other Fees

A fee for service is payment for the work involved in an operation that benefits individual members, as distinct from the entire membership.

1. The Board has established fees for services:
 - a) **Disclosure Fees:** There shall be a charge for the processing of disclosure documents upon the transfer of title of a membership property.
 - b) **Tenant Fees:** Upon application, tenant cards shall be issued to a person leasing GVR membership property. There will be a charge for a tenant card.
2. The authority to establish and modify operational fees is delegated to GVR Administration as part of the ongoing day-to-day management of the organization. Such fees fall in the following broad categories.
 - a) **Programmatic Fees:** These fees are established to provide cost recovery of direct expenses related to entertainment, participation, and instructional programs.
 - b) **Facility Fees:** These fees are established to provide cost recovery related exclusively to the use of facility space and/or equipment by outside groups and member usage beyond the basic services of GVR. Such fees include, but are not limited to, reservation fees, time incremental facility usage fees, equipment fees, custodial and technician fees, catering. Damage deposits are required.
 - c) **Administrative Fees:** These fees are established to provide cost recovery for miscellaneous services provided to members and outside parties. Such fees include but are not limited to, photocopying, facsimile, computer, facility keys, card replacement and publications.

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When acquiring one or more additional GVR membership properties,

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- d) **Processing Fees:** These fees are established to provide cost recovery for labor and overhead generated through business transaction to members and outside parties. Such fees will be attached to all transactional business including, but not limited to, member dues, programs, instructional courses, and rentals.

1.1.8 Member Payment Transactions

1. Member payment transactions are subject to a processing fee.
2. Forms of payment accepted include:
 - a) Legal tender (Cash)
 - b) Checks payable to Green Valley Recreation in U.S. dollars.
 - c) Money orders or cashier's checks
 - d) Traveler's checks
 - e) Credit or debit cards
 - Visa
 - Master Card
 - Discover Card
 - American Express
 - f) Automatic Clearing House (ACH) Debit

SECTION 2 - USE OF GVR FACILITIES

1.2.1 Identification Cards

It is the policy of GVR that each authorized user of GVR facilities be issued a GVR identification card as set forth herein.

1. A GVR identification card shall be issued to each GVR member, each Assigned Member, each CRCF user and each Life Care user.
2. A spouse of a GVR member shall be issued a GVR membership identification card unless the spouse has disclaimed interest in the property.
3. If a GVR property is held in a trust, each trustee shall be issued a GVR identification card unless the trust specifies otherwise.
4. If a GVR property is owned by a corporation, LLC, or similar entity, a GVR identification card shall be issued to up to two (2) officers or managing partners.
5. Additional Card Holder:
 - a) Complimentary Cardholder ID: GVR identification shall be issued at no fee for one (1) individual residing with a sole owner GVR member or sole Assigned Member upon proof of residency.
 - b) Complimentary Guest ID: a single only annual guest card shall be issued to sole-owner GVR members for no fee where there is no other person residing with the GVR member.

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- c) Additional cardholder: for a fee, established by the Board of Directors, GVR identification shall be issued to other individuals upon proof of residency.

1.2.2. Guest Policy

- GVR Members, Assigned Members, Life Care Members and CRCF residents may purchase one (1) annual guest card which allows for an unlimited number of guests and guest 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.
- GVR Members, Assigned Members, Life Care Members, and CRCF residents may purchase daily guest cards which allow for an unlimited number of guests on a specific day.
- Adult guests 18 years of age and older are required to have a valid guest card when visiting GVR facilities. Multiple guests visiting the same facility may use the same Annual Guest Card.
- Guests under the age of 18 do not require guest cards and must be accompanied by an adult with privileges to use GVR facilities.
- Replacement of a lost or damaged annual guest card must be obtained at a customer service office for a fee established by the Board of Directors. Lost cards will be deactivated to prevent future use of the card. Damaged cards must be returned to a GVR Member Services office before a replacement card will be issued.
- 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.
- 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.

1.2.3. Life Care Members

- Life Care Members are former GVR members in good standing who currently reside in a life care facility in the greater Green Valley area and have requested the use of GVR facilities.
- Life Care Members must make annual application for privileges in the Membership Office.
- Life Care Members shall pay an annual non-refundable fee established by the Board, which is pro-rated the first year.

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Deleted: User of GVR and who live outside a twenty (20) mile radius of established GVR Boundaries. In general, guest cards are provided for visitors who are staying in a GVR household with the member or who are staying in a local commercial hotel as a guest of the member.¶ Anyone residing in a non-GVR property within the jurisdiction of the corporation is not an eligible guest.¶ GVR Members, Assigned ...embers and CRCF residents may purchase an Annual Guest Card for a fee determined by the Board of Directors. GVR Members, Assigned Members and CRCF residents may also purchase daily guest cards for an additional fee. Limit ...n(

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- 4. A distinctive identification card will be issued by GVR, which will permit the individual to use GVR facilities, register for programs and attend club functions.

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1.2.4 Code of Conduct

It is the policy of Green Valley Recreation, Inc. 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.

Deleted: <#>Along with the following limitations, Life Care Users are subject to the same rules and regulations as all GVR Members.¶
Life Care Users are subject to the following:¶
a) May not serve on the Board of Directors or be a member of a Committee of the Board.¶
b) May not vote for any membership issues.¶
c) Life Care Users may purchase guest cards following the same guidelines established for guests of any GVR Member.

- Users of GVR facilities are required to comply with GVR published rules and regulations.
- Users are expected to show common courtesy to employees, directors, volunteers and other members and guests.
- Users shall refrain from using offensive language and behavior.
- Members are responsible for the conduct of their guests.
- 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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SECTION 3 - GVR FACILITIES

1.3.1 General Facilities Rules and Regulations

- A. GVR facilities are established for use and enjoyment of GVR members, eligible guests and visitors who abide by the GVR Member Code of Conduct.
- B. All GVR facility reservations and arrangements shall be made through the central reservation office located at the Administrative Offices. A GVR Facility Reservation Agreement must be completed for all facility reservations and rentals. Any group, entity or individual that is not wholly comprised of GVR members utilizing a GVR facility MUST state their purpose and sign the "Rental Agreement". This MUST be signed by a person or persons authorized to speak for the group, as part of the application process.
- C. All members and guests are required to carry their membership cards or other authorized GVR identification while using GVR facilities. Individuals must produce GVR identification when requested by staff or any staff-authorized volunteer. Members and guests are required to sign-in or swipe their membership card. Clubs and other authorized groups must provide an

Deleted: <#>The use of facilities by nonmembers shall not interfere with the effectiveness of the recreation operation. ¶ Members, guests, and visitors who use GVR facilities and equipment, do so at their own risk, and shall indemnify and hold harmless GVR, its employees and agents.¶

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attendance roster or similar document which lists each person utilizing a GVR facility.

- D. Staff and staff-authorized volunteers are empowered to enforce rules and regulations.
- E. GVR member and nonmember individuals and groups may rent facilities subject to current rules, regulations, and fees. GVR members have priority in facility rentals over nonmembers.
- F. GVR classes may preempt drop-in use of GVR facilities.
- G. Individual members, visitors, guests, and groups using or renting GVR facilities are responsible for maintaining those facilities in a neat and orderly condition.
- H. Printed materials made available to attendees during the meeting/rental period must be removed at the end of the rental period.
- I. Individuals who damage GVR equipment due to improper or careless use are responsible for the repair or replacement of that equipment. Members are responsible for damages caused by their guests.
- J. Special GVR shop/facility rules and regulations must be complied with by individual members, visitors, guests, and groups.
- K. Non-member "Personal Assistants" may accompany a member to a GVR facility in order to help them with walking, showering, dressing or undressing, or with other non-therapeutic tasks as necessary and may not use GVR facilities for their own personal use.
- L. GVR reserves the right to deny the use of its facilities by members or nonmembers for any of the following reasons as determined in the sole discretion of the CEO:
 - 1. There is a reasonable concern that the individual or group may advocate or promote an activity that is prohibited by local, state or federal law.
 - 2. There is a reasonable concern that the individual or group may advocate discrimination based on sex, age, race, ethnicity, nationality, disability, sexual orientation, gender identity, or religion.
 - 3. There is a reasonable concern that use of facilities by an individual or group could lead to a civil disruption.
 - 4. There is a reasonable concern that the individual or group promotes a position that may be adverse to GVR.
 - 5. There is a reasonable concern about other legal or safety issues.

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Deleted: <#>Fees may be charged to recover the cost of any specialized services, events or programs. ¶
GVR facilities will not be used by any member for commercial purposes. Personal sales resulting from hobby pursuits are permitted.¶

Deleted: <#>No alcoholic beverages shall be sold on GVR premises without a valid special sales permit or liquor license. (See Section VIII, Subsection 4 for the complete Liquor Policy.) ¶

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1.3.3 - Use of GVR Facilities

- A. Animals are not permitted in or on GVR property, with the exception of Service animals, unless otherwise authorized by the GVR Chief Executive officer (CEO) to accommodate community events or other special circumstances.
- B. No firearms are allowed on any GVR property or in any GVR facilities except law enforcement or licensed security.
- C. It is the policy of Green Valley Recreation, Inc. to provide and maintain a Drug-Free Environment for its members and employees. As such, Green Valley Recreation, Inc. prohibits the use of illegal drugs on GVR premises.
- D. Pursuant to the Smoke-Free Arizona Act (A.R.S. §36-601.01), GVR prohibits smoking in all indoor facilities and outside areas within 20 feet of all entrances and windows. Smoking is prohibited in pool areas and in all GVR vehicles. Smoking will be allowed in designated outdoor areas only.
- E. GVR prohibits vaping in all non-smoking areas, including in all indoor facilities and areas within 20 feet of all entrances and windows. Vaping is prohibited in pool areas and in all GVR vehicles. Vaping will be allowed in designated outdoor areas and wherever smoking is allowed.
- F. GVR facilities will not be used by any member for commercial purposes with the following exceptions:
 - a) with the prior written approval of GVR administration, a GVR member may temporarily display items for sale at a particular facility if they are intended to assist or benefit those using that facility to participate in the associated/related activity; and
 - b) personal sales resulting from hobby pursuits.It is the responsibility of each individual seller to obtain an Arizona Transaction Privilege Tax License.
- G. LIQUOR POLICY
 - a) The sale of intoxicating beverages is not permitted on GVR premises without a special sales permit or liquor license and appropriate liquor liability policy. Prior to applying for a liquor license, permission must be received from the GVR Chief Executive Officer.
 - b) Members are permitted to bring their own beverages (BYOB) to an activity, if allowed by the host. However, written permission must be obtained from GVR at the time the reservation agreement is signed or prior to the event or activity. No alcohol may be stored in a GVR

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facility.

1.3.4 - Political Activities

- A. GVR members may circulate petitions and/or solicit support or opposition of GVR candidates or ballot issues in GVR facility lobby areas, common areas, and parking lots as long as such activities do not interfere with GVR operations or facility reservations or violate fire code regulations as determined by GVR staff.
- B. Surveys, opinion polls and questionnaires related to GVR affairs, and distributed on GVR property, may be circulated by members only after being reviewed by GVR administration for accuracy and suitability.
- C. GVR facility areas may be rented for political party meetings, campaign events, polling places, and informational presentations such as candidate forums or town hall meetings, whether related to GVR elections or outside political causes, subject to space availability.
- D. Advertising or promotional signage for non-GVR elected positions (e.g., public sector election campaigns), including solicitation of support/opposition regarding candidates or ballot issues is NOT permitted on GVR property except as follows: (1) within rented meeting space during the rental period; or (2) in public areas and parking lots of a GVR facility being used as a polling place on election day or as an early voting site during the period of early voting.

1.3.5 - Special Uses

- A. Use of Hobby Shops and Studios
These facilities are monitored by volunteers. When asked, members and guests must show their GVR membership or guest cards to use the facilities. Clubs have the right to restrict use of club facilities to club members only.
- B. Use of Kitchens
GVR kitchens are classified as catering kitchens. Food preparation and cooking is not allowed. Kitchen facilities may be used for warming pre-cooked food or for chilling cold entrées.
- C. Use of Caterers
Caterers must be registered and approved by GVR in order to work in GVR facilities. Contact the central reservation office located at the Administrative Offices for a current list of approved caterers.
- D. Use of Storage

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General Usage¶

GVR facilities are provided for the use of GVR members and their guests.¶

GVR reserves the right to deny access to GVR facilities by anyone (member or non-member). Reasons for denial of use include, but may not be limited to the following:¶

If there is a reasonable concern that the group may advocate or promote an activity that is prohibited by local, state or federal statute. ¶

It is determined that the group is involved in a discriminatory endeavor.¶

There is a reasonable concern that appearance of the group could lead to a civil disruption.¶

There are other legal or safety concerns.¶

The CEO has the authority and discretion to make all final decisions¶

The Chief Executive Officer may authorize the use of GVR facilities for any GVR sponsored event of community interest.¶

GVR facilities may be used by any group, entity or individual that is not wholly comprised of GVR members, subject to appropriate rental agreements and fees.¶

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1. GVR may provide small storage space, at no cost, to Clubs if space is available.

2. Clubs may provide locks.

3. GVR is not liable for any property lost, damaged or stolen while in storage.

E. Use of Equipment

GVR may provide and maintain furniture and equipment in the facilities for the recreational use of its members.

F. GVR Pool Management Policies

1. GVR offers heated swimming pools and spas for member use.

2. Hours of operation are established and posted by GVR administration.

3. GVR pools shall operate in compliance with Pima County Code Title 8, Chapter 8.322, "Swimming Pool and Spas," and any other applicable Pima County regulations.

4. GVR staff has authority to close a swimming pool or spa if they determine that its operation and use presents danger to individuals.

5. GVR follows the guidelines provided by the National Lightning Safety Institute (NLSI) to determine when to close indoor and outdoor swimming pools, spas and showers due to lightning as a safety precaution. As of August 2014, NLSI guidelines state:

a. Both outdoor and indoor pools and showers will be evacuated before or when lightning gets five miles away.

b. At the first signs of thunder or lightning, all pool and shower activities will be suspended until 30 minutes after the last observed thunder or lightning. (Adopted 08/26/14)

1.3.6 Rentals and Fees

A. The Chief Executive officer will implement a Board-approved fee schedule for rental of GVR facilities. The CEO is authorized to waive facility rental fees in special circumstances, as deemed appropriate.

B. Rental fees for groups composed solely of GVR members shall be waived; however, all individuals and groups (whether member or nonmember) may be charged fees for special computer and technology setups; Internet connections; LED projection; special sound system or lighting requirements, overtime cleanup charges, or labor charges for special setup needs which require additional personnel.

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- C. GVR is interested in supporting community service events, and may rent its facilities on a fee basis for such events whenever it is practical to do so. A community service event is normally sponsored by a non-profit organization or local government agency.
- D. The Chief Executive officer may authorize use of GVR facilities on a complimentary or fee basis for any GVR-sponsored, GVR co-sponsored, or GVR Foundation event or activity. Authorization of GVR Foundation activities are subject to terms of the GVR/GVR Foundation Resource Sharing Agreement (see APPENDIX I – BOARD POLICIES, Subsection 4).
- E. Fees may be charged to recover the cost of any specialized services, events or programs.

SECTION 4 - SUSPENSION OF PRIVILEGES

1.4.1 Suspension for Delinquency

Any GVR Member who has not paid dues, fees or assessments as of the time such payment is due becomes delinquent and shall automatically be declared a 'Member Not in Good Standing.' Any GVR Member Not in Good Standing and his/her Additional Card Holder, Assigned Member and/or Tenants and Guests shall not be entitled to use GVR facilities. The delinquent member shall not hold any office, nor vote in any election. Upon payment of all delinquent dues, penalties, fees, assessments, together with the cost of collection, said member shall be restored to good standing.

1.4.2 Suspension for Conduct

1. 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.
2. The Chief Executive Officer or designee has the authority to determine if a violation is major or minor. The Chief Executive Officer 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 violation of any law, physical confrontation, verbal abuse, the Chief Executive officer or designee shall have the authority to immediately deny any individual access to facilities until the violation can be investigated.

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GVR Property Rights¶
 GVR legal counsel has affirmed that GVR's Bylaws do not provide members with the unlimited use of its facilities for any and all purposes, and that as a private property owner, 'GVR may deny the use of its facilities'...

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3. Minor Incidents - Upon receipt of a complaint from a GVR member or staff the Chief Executive Officer or designee will investigate the complaint as follows:

- a) Contact the person who filed the complaint.
- b) Contact witnesses or those parties to the incident which resulted in the complaint.
- c) 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.
- d) The Chief Executive Officer 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 facilities for a period not to exceed ten (10) calendar days. The decision of the Chief Executive officer is final.

4. Major Incidents - Chief Executive officer or designee shall take immediate action and personally handle the situation as follows:

- a) Contact the President of the Board immediately.
- b) The Chief Executive officer, the President of the Board of Directors and the chairperson for the Board Affairs Committee 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 as well as the complainant, if the individual(s) so desire. 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.
- c) Upon completion of the above, a report on the findings of the investigation, along with recommended actions will be presented to the Board of Directors.

5. The Board of Directors 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 Board members 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.

- a) The original suspension determined by the Chief Executive officer shall be extended until this process has been accomplished.
- b) If the Board decides to continue the suspension, the Chief Executive officer shall send the individual and/or representative a written "Notice of Suspension" within 48 hours of the Board's

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

- c) If the individual and/or representative opts to appeal the Board's suspension of a major issue, the Chief Executive officer, will notify the Board President and will appoint an appeals officer or officers to hear the appeal. The Chief Executive officer 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 of Directors shall be final.

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A Suspended Member is an individual, not a household. Any GVR cardholder who has been determined to have violated GVR rules and regulations or otherwise deemed as a "Suspended Member" by the GVR Board of Directors shall be restricted from use of GVR facilities. This suspension may include suspension of use from all GVR facilities, or may be select facilities, as decided on by the Board.¶
A suspended member shall retain the rights to vote but not to hold office.¶
The suspended member shall be responsible for all dues, fees and assessments.¶

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PART 1

MEMBERSHIP AND FACILITIES

SECTION 1 – DUES AND FEES

1.1.1 General

Annual dues and fees shall be established each year by the approval of a majority of Directors in office, provided that should the Board fail to establish the amount of a particular fee, it shall remain unchanged from the previous year.

1.1.2 Annual Dues

1. The Board shall establish membership dues for each fiscal year on or before December 10. In establishing annual dues, the Fiscal Affairs Committee and the Board of Directors shall use the following formula as a starting point. The sum of 50% of the CPI (W) percentage increase/decrease through September of the current year and 50% of the Social Security percentage increase/decrease for the current year. To the extent permitted by law, the Committee and Board may deviate from this formula in establishing the dues after taking into consideration all relevant factors including, but not limited to, projected operating costs, maintenance projects, and appropriate reserves. These dues are payable on or before January 1 of that same fiscal year.
2. Upon the initial purchase of a property in a deed-restricted subdivision, the annual dues shall be prorated as of the date of closing. When an owner of property in a subdivision which is not master deed restricted subjects his property to a GVR deed restriction, the annual dues shall be prorated as of the date the property is made subject to the voluntary deed restriction.
3. Commercial Residential/Care Facility (CRCF) membership properties shall pay annual dues in an amount equal to the then-current annual dues multiplied by the number of units in the facility, regardless of whether or not such units are occupied.

1.1.3 Annual Dues Installment Payment Plan

1. Payment plans are available to Members who prefer to pay annual dues in monthly installments rather than in one lump sum, subject to the limitation in (3) below.
2. The fees for setup and administrative costs associated with a payment plan will be established by the Board.

3. A GVR property must be owner-occupied in order to qualify for a payment plan.
4. The past and current month's payments will be charged and must be paid at the time the plan is set up.
5. If a member requests a payment plan, his/her account may be subject to all applicable finance charges.
6. Members will only be able to use the payment plan with an Automatic Clearing House (ACH) Debit.
7. At the time of the request, future finance charges will stop unless the member defaults on payments. If the account is defaulted, all past applicable finance charges that would have been charged will become due.
8. Members may continue to use GVR facilities and attend programs if they are current with their payments.

1.1.4 Due Date and Effect of Nonpayment of Annual Dues.

1. Annual dues are due and payable on or before January 1st.
2. Any dues, fees, or assessments that are not paid in full ten (10) days after their due dates shall be deemed delinquent and subject to a late fee as determined by the Board.
3. If a member's account remains delinquent as of May 1, the account will be referred to counsel for collection, including, but not limited to, the recording of a notice of lien against the member's property and the initiation of legal proceedings against the delinquent member and/or his property. Collection costs, including, but not limited to, attorney's fees and court costs, shall be the responsibility of the delinquent members.
4. A member who has entered into an approved payment plan with GVR and is in compliance with the terms thereof shall not be considered delinquent.

1.1.5 Initial Fees

1. The Initial Fee may be adjusted annually by the Board based on the Department of Labor CPI (Consumer Price Index), "all items, Western Urban Region," rounded to the nearest dollar amount.
2. The initial fee applies upon the sale of a deed-restricted GVR property from a developer to a third party or upon an owner electing to voluntarily deed-restrict property for GVR membership.
3. An owner paying an Initial Fee shall be exempt from paying the Membership Change Fee on that property.
4. A portion of the revenue from Initial Fees is to be used to fund contributions to the Initiatives Reserve Fund as determined by the Board.

1.1.6 Membership Change Fee

1. Upon transfer of title of a GVR membership property, the new owner shall pay a Membership Change Fee.
2. The Membership Change Fee shall be refunded if the new owner was a GVR member within 365 days prior to the transfer of title and owns no other GVR property.
3. Revenue from the Membership Change Fees may be used as will most effectively further the general purpose of the Corporation to provide for current and future needs. A portion of the revenue from Membership Change Fee is to be used to fund contributions to the Initiatives Reserve Fund as determined by the Board.
4. The Membership Change Fee does not apply to the transfer of title for estate purposes (e.g., into a trust).

1.1.7 Other Fees

A fee for service is payment for the work involved in an operation that benefits individual members, as distinct from the entire membership.

1. The Board has established fees for services:
 - a) **Disclosure Fees:** There shall be a charge for the processing of disclosure documents upon the transfer of title of a membership property.
 - b) **Tenant Fees:** Upon application, tenant cards shall be issued to a person leasing GVR membership property. There will be a charge for a tenant card.
2. The authority to establish and modify operational fees is delegated to GVR Administration as part of the ongoing day-to-day management of the organization. Such fees fall in the following broad categories.
 - a) **Programmatic Fees:** These fees are established to provide cost recovery of direct expenses related to entertainment, participation, and instructional programs.
 - b) **Facility Fees:** These fees are established to provide cost recovery related exclusively to the use of facility space and/or equipment by outside groups and member usage beyond the basic services of GVR. Such fees include, but are not limited to, reservation fees, time incremental facility usage fees, equipment fees, custodial and technician fees, catering. Damage deposits are required.
 - c) **Administrative Fees:** These fees are established to provide cost recovery for miscellaneous services provided to members and outside parties. Such fees include but are not limited to, photocopying, facsimile, computer, facility keys, card replacement and publications.

- d) **Processing Fees:** These fees are established to provide cost recovery for labor and overhead generated through business transaction to members and outside parties. Such fees will be attached to all transactional business including, but not limited to, member dues, programs, instructional courses, and rentals.

1.1.8 Member Payment Transactions

1. Member payment transactions are subject to a processing fee.
2. Forms of payment accepted include:
 - a) Legal tender (Cash)
 - b) Checks payable to Green Valley Recreation in U.S. dollars.
 - c) Money orders or cashier's checks
 - d) Traveler's checks
 - e) Credit or debit cards
 - Visa
 - Master Card
 - Discover Card
 - American Express
 - f) Automatic Clearing House (ACH) Debit

SECTION 2 - USE OF GVR FACILITIES

1.2.1 Identification Cards

It is the policy of GVR that each authorized user of GVR facilities be issued a GVR identification card as set forth herein.

1. A GVR identification card shall be issued to each GVR member, each Assigned Member, each CRCF user and each Life Care user.
2. A spouse of a GVR member shall be issued a GVR membership identification card unless the spouse has disclaimed interest in the property.
3. If a GVR property is held in a trust, each trustee shall be issued a GVR identification card unless the trust specifies otherwise.
4. If a GVR property is owned by a corporation, LLC, or similar entity, a GVR identification card shall be issued to up to two (2) officers or managing partners.
5. Additional Card Holder:
 - a) Complimentary Cardholder ID: GVR identification shall be issued at no fee for one (1) individual residing with a sole owner GVR member or sole Assigned Member upon proof of residency.
 - b) Complimentary Guest ID: a single only annual guest card shall be issued to sole-owner GVR members for no fee where there is no other person residing with the GVR member.

- c) Additional cardholder: for a fee, established by the Board of Directors, GVR identification shall be issued to other individuals upon proof of residency.

1.2.2 Guest Policy

1. GVR Members, Assigned Members, Life Care Members and CRCF residents may purchase one (1) annual guest card which allows for an unlimited number of guests and guest 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.
2. GVR Members, Assigned Members, Life Care Members, and CRCF residents may purchase daily guest cards which allow for an unlimited number of guests on a specific day.
3. Adult guests 18 years of age and older are required to have a valid guest card when visiting GVR facilities. Multiple guests visiting the same facility may use the same Annual Guest Card.
4. Guests under the age of 18 do not require guest cards and must be accompanied by an adult with privileges to use GVR facilities.
5. Replacement of a lost or damaged annual guest card must be obtained at a customer service office for a fee established by the Board of Directors. Lost cards will be deactivated to prevent future use of the card. Damaged cards must be returned to a GVR Member Services office before a replacement card will be issued.
6. 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.
7. 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.

1.2.3 Life Care Members

1. Life Care Members are former GVR members in good standing who currently reside in a life care facility in the greater Green Valley area and have requested the use of GVR facilities.
2. Life Care Members must make annual application for privileges in the Membership Office.
3. Life Care Members shall pay an annual non-refundable fee established by the Board, which is pro-rated the first year.

4. A distinctive identification card will be issued by GVR, which will permit the individual to use GVR facilities, register for programs and attend club functions.

1.2.4 Code of Conduct

It is the policy of Green Valley Recreation, Inc. 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.
2. Users are expected to show common courtesy to employees, directors, volunteers and other members and guests.
3. Users shall refrain from using offensive language and behavior.
4. Members are responsible for the conduct of their guests.
5. 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.

SECTION 3 - GVR FACILITIES

1.3.1 General Facilities Rules and Regulations

- A. GVR facilities are established for use and enjoyment of GVR members, eligible guests and visitors who abide by the GVR Member Code of Conduct.
- B. All GVR facility reservations and arrangements shall be made through the central reservation office located at the Administrative Offices. A GVR Facility Reservation Agreement must be completed for all facility reservations and rentals. Any group, entity or individual that is not wholly comprised of GVR members utilizing a GVR facility MUST state their purpose and sign the "Rental Agreement". This MUST be signed by a person or persons authorized to speak for the group, as part of the application process.
- C. All members and guests are required to carry their membership cards or other authorized GVR identification while using GVR facilities. Individuals must produce GVR identification when requested by staff or any staff-authorized volunteer. Members and guests are required to sign-in or swipe their membership card. Clubs and other authorized groups must provide an

attendance roster or similar document which lists each person utilizing a GVR facility.

- D. Staff and staff-authorized volunteers are empowered to enforce rules and regulations.
- E. GVR member and nonmember individuals and groups may rent facilities subject to current rules, regulations, and fees. GVR members have priority in facility rentals over nonmembers.
- F. GVR classes may preempt drop-in use of GVR facilities.
- G. Individual members, visitors, guests, and groups using or renting GVR facilities are responsible for maintaining those facilities in a neat and orderly condition.
- H. Printed materials made available to attendees during the meeting/rental period must be removed at the end of the rental period.
- I. Individuals who damage GVR equipment due to improper or careless use are responsible for the repair or replacement of that equipment. Members are responsible for damages caused by their guests.
- J. Special GVR shop/facility rules and regulations must be complied with by individual members, visitors, guests, and groups.
- K. Non-member "Personal Assistants" may accompany a member to a GVR facility in order to help them with walking, showering, dressing or undressing, or with other non-therapeutic tasks as necessary and may not use GVR facilities for their own personal use.
- L. GVR reserves the right to deny the use of its facilities by members or nonmembers for any of the following reasons as determined in the sole discretion of the CEO:
 - 1. There is a reasonable concern that the individual or group may advocate or promote an activity that is prohibited by local, state or federal law.
 - 2. There is a reasonable concern that the individual or group may advocate discrimination based on sex, age, race, ethnicity, nationality, disability, sexual orientation, gender identity, or religion.
 - 3. There is a reasonable concern that use of facilities by an individual or group could lead to a civil disruption.
 - 4. There is a reasonable concern that the individual or group promotes a position that may be adverse to GVR.
 - 5. There is a reasonable concern about other legal or safety issues.

1.3.3 - Use of GVR Facilities

- A. Animals are not permitted in or on GVR property, with the exception of Service animals, unless otherwise authorized by the GVR Chief Executive officer (CEO) to accommodate community events or other special circumstances.
- B. No firearms are allowed on any GVR property or in any GVR facilities except law enforcement or licensed security.
- C. It is the policy of Green Valley Recreation, Inc. to provide and maintain a Drug-Free Environment for its members and employees. As such, Green Valley Recreation, Inc. prohibits the use of illegal drugs on GVR premises.
- D. Pursuant to the Smoke-Free Arizona Act (A.R.S. §36-601.01), GVR prohibits smoking in all indoor facilities and outside areas within 20 feet of all entrances and windows. Smoking is prohibited in pool areas and in all GVR vehicles. Smoking will be allowed in designated outdoor areas only.
- E. GVR prohibits vaping in all non-smoking areas, including in all indoor facilities and areas within 20 feet of all entrances and windows. Vaping is prohibited in pool areas and in all GVR vehicles. Vaping will be allowed in designated outdoor areas and wherever smoking is allowed.
- F. GVR facilities will not be used by any member for commercial purposes with the following exceptions:
 - a) with the prior written approval of GVR administration, a GVR member may temporarily display items for sale at a particular facility if they are intended to assist or benefit those using that facility to participate in the associated/related activity; and
 - b) personal sales resulting from hobby pursuits.It is the responsibility of each individual seller to obtain an Arizona Transaction Privilege Tax License.
- G. LIQUOR POLICY
 - a) The sale of intoxicating beverages is not permitted on GVR premises without a special sales permit or liquor license and appropriate liquor liability policy. Prior to applying for a liquor license, permission must be received from the GVR Chief Executive Officer.
 - b) Members are permitted to bring their own beverages (BYOB) to an activity, if allowed by the host. However, written permission must be obtained from GVR at the time the reservation agreement is signed or prior to the event or activity. No alcohol may be stored in a GVR

facility.

1.3.4 - Political Activities

- A. GVR members may circulate petitions and/or solicit support or opposition of GVR candidates or ballot issues in GVR facility lobby areas, common areas, and parking lots as long as such activities do not interfere with GVR operations or facility reservations or violate fire code regulations as determined by GVR staff.
- B. Surveys, opinion polls and questionnaires related to GVR affairs, and distributed on GVR property, may be circulated by members only after being reviewed by GVR administration for accuracy and suitability.
- C. GVR facility areas may be rented for political party meetings, campaign events, polling places, and informational presentations such as candidate forums or town hall meetings, whether related to GVR elections or outside political causes, subject to space availability.
- D. Advertising or promotional signage for non-GVR elected positions (e.g., public sector election campaigns), including solicitation of support/opposition regarding candidates or ballot issues is NOT permitted on GVR property except as follows: (1) within rented meeting space during the rental period; or (2) in public areas and parking lots of a GVR facility being used as a polling place on election day or as an early voting site during the period of early voting.

1.3.5 - Special Uses

- A. Use of Hobby Shops and Studios
These facilities are monitored by volunteers. When asked, members and guests must show their GVR membership or guest cards to use the facilities. Clubs have the right to restrict use of club facilities to club members only.
- B. Use of Kitchens
GVR kitchens are classified as catering kitchens. Food preparation and cooking is not allowed. Kitchen facilities may be used for warming pre-cooked food or for chilling cold entrées.
- C. Use of Caterers
Caterers must be registered and approved by GVR in order to work in GVR facilities. Contact the central reservation office located at the Administrative Offices for a current list of approved caterers.
- D. Use of Storage

1. GVR may provide small storage space, at no cost, to Clubs if space is available.
 2. Clubs may provide locks.
 3. GVR is not liable for any property lost, damaged or stolen while in storage.
- E. Use of Equipment
GVR may provide and maintain furniture and equipment in the facilities for the recreational use of its members.
- F. GVR Pool Management Policies
1. GVR offers heated swimming pools and spas for member use.
 2. Hours of operation are established and posted by GVR administration.
 3. GVR pools shall operate in compliance with Pima County Code Title 8, Chapter 8.322, "Swimming Pool and Spas," and any other applicable Pima County regulations.
 4. GVR staff has authority to close a swimming pool or spa if they determine that its operation and use presents danger to individuals.
 5. GVR follows the guidelines provided by the National Lightning Safety Institute (NLSI) to determine when to close indoor and outdoor swimming pools, spas and showers due to lightning as a safety precaution. As of August 2014, NLSI guidelines state:
 - a. Both outdoor and indoor pools and showers will be evacuated before or when lightning gets five miles away.
 - b. At the first signs of thunder or lightning, all pool and shower activities will be suspended until 30 minutes after the last observed thunder or lightning. (Adopted 08/26/14)

1.3.6 Rentals and Fees

- A. The Chief Executive officer will implement a Board-approved fee schedule for rental of GVR facilities. The CEO is authorized to waive facility rental fees in special circumstances, as deemed appropriate.
- B. Rental fees for groups composed solely of GVR members shall be waived; however, all individuals and groups (whether member or nonmember) may be charged fees for special computer and technology setups; Internet connections; LED projection; special sound system or lighting requirements, overtime cleanup charges, or labor charges for special setup needs which require additional personnel.

- C. GVR is interested in supporting community service events, and may rent its facilities on a fee basis for such events whenever it is practical to do so. A community service event is normally sponsored by a non-profit organization or local government agency.
- D. The Chief Executive officer may authorize use of GVR facilities on a complimentary or fee basis for any GVR-sponsored, GVR co-sponsored, or GVR Foundation event or activity. Authorization of GVR Foundation activities are subject to terms of the GVR/GVR Foundation Resource Sharing Agreement (see APPENDIX I – BOARD POLICIES, Subsection 4).
- E. Fees may be charged to recover the cost of any specialized services, events or programs.

SECTION 4 - SUSPENSION OF PRIVILEGES

1.4.1 Suspension for Delinquency

Any GVR Member who has not paid dues, fees or assessments as of the time such payment is due becomes delinquent and shall automatically be declared a 'Member Not in Good Standing.' Any GVR Member Not in Good Standing and his/her Additional Card Holder, Assigned Member and/or Tenants and Guests shall not be entitled to use GVR facilities. The delinquent member shall not hold any office, nor vote in any election. Upon payment of all delinquent dues, penalties, fees, assessments, together with the cost of collection, said member shall be restored to good standing.

1.4.2 Suspension for Conduct

1. 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.
2. The Chief Executive Officer or designee has the authority to determine if a violation is major or minor. The Chief Executive Officer 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 violation of any law, physical confrontation, verbal abuse, the Chief Executive officer or designee shall have the authority to immediately deny any individual access to facilities until the violation can be investigated.

3. Minor Incidents - Upon receipt of a complaint from a GVR member or staff the Chief Executive Officer or designee will investigate the complaint as follows:
 - a) Contact the person who filed the complaint.
 - b) Contact witnesses or those parties to the incident which resulted in the complaint.
 - c) 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.
 - d) The Chief Executive Officer 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 facilities for a period not to exceed ten (10) calendar days. The decision of the Chief Executive officer is final.
4. Major Incidents - Chief Executive officer or designee shall take immediate action and personally handle the situation as follows:
 - a) Contact the President of the Board immediately.
 - b) The Chief Executive officer, the President of the Board of Directors and the chairperson for the Board Affairs Committee 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 as well as the complainant, if the individual(s) so desire. 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.
 - c) Upon completion of the above, a report on the findings of the investigation, along with recommended actions will be presented to the Board of Directors.
5. The Board of Directors 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 Board members 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.
 - a) The original suspension determined by the Chief Executive officer shall be extended until this process has been accomplished.
 - b) If the Board decides to continue the suspension, the Chief Executive officer 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.

- c) If the individual and/or representative opts to appeal the Board's suspension of a major issue, the Chief Executive officer, will notify the Board President and will appoint an appeals officer or officers to hear the appeal. The Chief Executive officer 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 of Directors shall be final.

PART 2 – BOARD OF DIRECTORS

SECTION 1. POWERS, DUTIES, AND RESPONSIBILITIES

2.1.1 Responsibilities

1. Participate in development, review and approval of annual budgets and ensure proper financial controls are in place.
2. Recruit candidates, ensure orientation of new Board members and assess Board performance.
3. Evaluate and establish policies addressing (a) services based on needs vs costs vs member benefits, (b) Board and Committee roles and responsibilities, and (c) Board/Committee/staff relationship.

2.1.2 Powers of The Board

In addition to the powers of the Board as set forth in the Bylaws or otherwise authorized by state law, the Board shall also have the power to do the following:

1. Participate in developing, tracking and maintaining a “5 Year Strategic Plan (Strategic Plan)” and “5-Year Capital Plan (Capital Plan)” to assist GVR in shaping its future. Towards that end, the following policies are an integral part of the plan:
 - a. Annual Strategic Plan Updating – Each year the Board shall review and update the Strategic Plan and carry it forward one additional year.
 - b. Integration with Programs and Services – The Strategic Plan and Capital Plan shall be approved by the Board and provided to Board committees, CEO, and GVR staff to facilitate the development of policy recommendations by committees and action plans by the CEO and staff which pursue the fulfillment of plan objectives.
 - c. Integration with the Budget Process – The objectives contained in the GVR Strategic Plan shall provide the primary basis upon which annual budget recommendations are made.
 - d. Progress Updates to the Board – The Strategic plan shall be a standing element report of Board and Board committee meetings, relevant to the charge of each particular committee. Written status reports will be provided to the Board at least annually.

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2.1.3 Principles of Governance

The Board is responsible for governing in a manner that emphasizes strategic leadership rather than administrative detail, with focus on the intended long-term goals of the organization rather than the administrative or programmatic means of attaining these goals. It is to be proactive in its decision-making and maintain a clear delineation between staff, Board and Committee roles (see Part 3 – Committees). In this spirit, the Board will:

1. Discipline itself as to attendance, speak with one voice and adhere to the principles of good governance as established herein.
2. Be responsible to the membership by competently, conscientiously and effectively executing its governing obligations.
3. Govern with an emphasis on the following: (a) outward vision rather than internal processes, (b) encouragement of diversity in viewpoints, (c) strategic leadership rather than administrative detail, (d) clear distinction of CEO and BOD roles, (e) collective rather than individual decisions, (f) future rather than past or present, and (g) striving to be proactive rather than reactive.

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2.1.4 Vacancies

1. Any vacancy on the Board of Directors, shall, if possible, be filled by an unsuccessful candidate from the most recently completed election.
2. The Board President will contact unsuccessful candidates in the order of the number of votes each received (from highest to lowest), to determine willingness to fill the vacancy.
3. If there is no unsuccessful candidate from the most recently completed election who is willing and able to serve as a successor director, the Nominations & Elections Committee shall recruit individuals from among regular members in good standing to fill the vacancy, and will present a slate of candidates to the Board of Directors.
4. Candidates for the vacant position shall:
 - a. Complete an application and answers to a list of questions prepared by the Nominations & Elections Committee for Board consideration, and
 - b. Address the Board prior to the election of the Successor Director at a meeting of the Board of Directors where the election of the director shall occur.
5. The Board will vote by secret ballot to elect the director from among the slate of candidates presented by the Nominations & Elections Committee.

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SECTION 2. OFFICER ELECTIONS

2.2.1 General

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

2.2.2 The Nominating Ballot

1. The President (chair) will ask that nominating ballots be distributed to each Director.
2. Each Director receiving a vote is nominated for that office.
3. A nominating ballot cannot take the place of an electing ballot.
4. Board members may nominate themselves for any Board office.
5. Nominees must verbally indicate their willingness to serve before the electing ballot is distributed.
6. The chair will announce the names of the nominees and the number of nominations each received prior to the distribution of electing ballots.

2.2.3 The Electing Ballot

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

SECTION 3. BOARD MEETINGS AND WORK SESSIONS

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2.3.1 RULES OF ORDER FOR AGENDA PREPARATION

1. Items for agenda consideration are submitted in writing to the President and CEO (or their respective designee) by 12p.m. (noon) six (6) business days prior to the date of the Board meeting or Work Session.
 - a) Exhibits submitted by Board members must include any motion background materials, recommended action, and rationale required for an understanding of the issue.
 - b) Board members may request that the President place items on a Board meeting agenda at any time. If the deadline for agenda preparation is not met, the item will be placed on the next Board meeting agenda.
 - c) If there is no action item, the President may put the subject on the agenda of a work session.
 - d) The President shall accept all appropriate agenda items that are submitted with written justification.
2. A proposed meeting agenda is developed by the Board President and CEO by close of business four (4) business days prior to the Board meeting. The proposed agenda is distributed to Directors via email and/or by placing the document(s) within online Board files.
3. Two (2) business days prior to the Board meeting the proposed agenda will be sent to the Board of Directors, posted on the GVR website, and distributed to members via an e-blast.
4. Directors vote to approve the proposed agenda at the Board Meeting. Prior to the vote, the agenda may be amended by a simple majority vote of Directors present. After approval of the agenda, it may only be amended by a two-thirds majority vote of the Directors present.
5. Regular Board meeting agendas will include a consent agenda; a Consent Agenda is a meeting practice which packages routine committee reports, Board meeting minutes, and other non-controversial items not requiring discussion or independent action as one agenda item.
6. The agenda shall be made available to GVR members on the GVR website and at the Board meeting in hardcopy.
7. Work sessions are for informal discussion or informational purposes only. Agenda preparation and distribution follow the same rules as for board meetings except as specifically noted.

2.3.2 Protocol and Conduct for Board Meetings

1. Board meetings, work sessions and committee meetings which are open to the general membership shall be announced in all available electronic and print media.

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2. The President shall preside over all meetings and work sessions of the Board. If the President is unable or refuses to preside at a regular meeting, the highest-ranking officer in attendance shall preside over the meeting. If no officers are willing to preside over a meeting, the officers in attendance, by majority vote, shall select a director to preside over the meeting.

3. Meetings shall be conducted under the latest edition of Robert's Rules of Order, Newly Revised, unless otherwise determined by the Board.

4. Regular Board meetings shall be held at least quarterly, at a place and time determined by the Board.

5. The Board will use the following small board protocol during Board meetings:

a) Board members do not have to stand, but should be recognized by the President to speak or make motions.

b) Motions must be seconded.

c) Each board member may speak for no more than ten (10) minutes per topic.

d) Informal discussion is allowed on non-motion topics.

e) To vote on a subject, a formal motion must be made and seconded.

f) Votes will be taken by a show of hands (or vocal, if attending electronically).

g) The President need not stand when putting items to a vote.

h) The President may debate, make motions and vote.

6. No action may be taken by the Board at Work Sessions.

7. GVR members shall be permitted to address the presiding officer at a Board Meeting or Work Session to provide input, subject to the following protocols:

a) Member comments shall be addressed to the presiding officer and shall address only the topic under discussion, not the actions of one or more individual directors.

b) No member may speak until recognized by the presiding officer. No member may interrupt another member while he/she is speaking.

c) Members shall act in a courteous and civil manner.

d) A member must identify him/herself by name and GVR number or GVR property address prior to addressing the presiding officer.

e) Members are encouraged to provide written comments in addition to verbal remarks.

f) Members may speak to action items being considered at each regular or special meeting of the Board after all Directors have had an opportunity to speak to the issue and

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for no more than two (2) minutes, unless additional time is allotted by the presiding officer.

g) Members may speak for no more than two (2) minutes on any GVR-related issue prior to adjournment of each regular or special session of the Board, unless additional time is allotted by the presiding officer.

h) If the presiding officer determines, in his/her sole discretion, that a member's conduct violates one or more rules of proper protocol for receiving member comments, the presiding officer may require the member to leave the meeting or move to recess or adjourn the meeting.

8. Board meetings shall not be adjourned until all agenda items have been considered, except by a two-thirds (2/3) affirmative vote of the Directors in attendance or as set forth in 7(h) above.

2.3.3 Minutes of Meetings

1. The CEO, or his or her designee, shall take minutes at regular, annual, special and work session Board meetings.

2. Minutes shall be retained with other corporate documents in a secure location.

3. Recordings of all open Board meetings shall be made and kept under the custody of the CEO in the Administrative Offices until the minutes have been approved.

4. Minutes of the Board meetings will list the names of the Directors who make and second each motion, voting Directors in the minority of each vote, and any Director abstaining from each vote. Minutes of Board meetings shall contain summaries of the actions taken at the meeting, including directions given to staff. Committee reports which are "informational only" will not be summarized in the minutes. These reports will be noted "received and placed on file." Member comments are not part of the minutes. DRAFT Board minutes shall be posted to the website as "not yet approved" prior to formal approval by the Board of Directors.

5. Minutes of work sessions are published as "Highlights".

SECTION 4. CODE OF CONDUCT

2.4.1 Board Code of Conduct

The Board of Directors of Green Valley Recreation (GVR) commits itself and its members to ethical, effective and businesslike conduct, and to that end, directors must abide by the following:

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1. Directors must act in the best interests of GVR without self-interest or personal bias for or against any individual or group of individuals.
2. Directors must conduct themselves in a courteous, professional and businesslike manner at meetings and in their personal interactions with each other, GVR members, and staff.
3. Directors may not accept any gifts or personal benefits, present or future, which could compromise, or give the appearance of compromising, their independence of judgment. Directors must disclose, in an open meeting, any actual or potential conflicts of interest, including, but not limited to, any personal or professional relationship with a company or individual seeking a business relationship with GVR, and shall not participate in any discussions or votes regarding such matters.
4. Directors must be properly prepared for Board and Committee meetings, having read all relevant background material provided for same.
5. Except as expressly authorized by the Board, directors shall not attempt to exercise individual authority over GVR matters by doing any of the following:
 - Interfering with the duties of GVR staff or contractors or giving direction to any GVR employee or contractor.
 - Communicating with the press concerning a GVR matter for or on behalf of GVR.
 - Communicating with GVR members in violation of the Email Policy set forth in the CPM.
6. Directors must not disclose confidential information addressed in an executive session or in a communication with legal counsel without the express authorization of the Board.
7. Directors must be respectful of differing opinions of fellow directors. Directors are expected to support duly-adopted Board decisions despite any personal disagreement therewith.
8. Directors are prohibited from engaging in the following conduct which shall be deemed outside of the scope of their duties as directors for purposes of indemnification:
 - a) Making a verbal or written statement (on social media or otherwise) that is defamatory of any GVR director, employee, contractor or member; or
 - b) Harassing, threatening or attempting to intimidate a GVR director, employee, contractor or member.

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2.4.2 Code Enforcement Procedures

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In order to ensure compliance with the Board Code of Conduct for Green Valley Recreation, Inc. ("Code"), the Code will be enforced as follows:

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1. An allegation of a Code violation shall be presented to the Board President who shall then call and be in charge of all proceedings to investigate the allegation. If the allegation is against the President or the President is not able to accept such responsibility, then the allegation shall be presented to the Vice President, and if the Vice President is unable to perform such duty, to the Secretary.
2. Because allegations of Code violations are considered to be a personnel issue, all Board proceedings to investigate the allegation shall be conducted in executive session. The executive session shall be called as soon as possible to ensure that the allegation is resolved prior to any meeting in which the Board will conduct other business in order to avoid any appearance of impropriety.
3. Any director against whom an allegation is made has the right to attend the executive session and present his/her defense; provided, however, that he/she may not be present or participate in any discussion and/or votes regarding the alleged violation. If the accused director refuses to attend the executive session called to discuss the alleged violation, the director will have waived his/her right to present a defense to the allegation. A finding of a Code violation requires the affirmative vote of at least two-thirds (2/3) of the directors at the executive session.
4. If a director is found to be in violation of the Code, the directors, by a majority vote at that same meeting, shall determine which, if any, of the following sanctions to impose:
 - a) Written admonishment;
 - b) Removal from office per A.R.S. §10-3843(B);
 - c) Public censure (in an open meeting);
 - d) Request for director's resignation; and/or
 - e) Election to recall director.

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SECTION 5 - MISCELLANEOUS

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2.5.1 Use of Legal Counsel – updated 5/22/2019

1. The President or Vice-President shall make initial contact with GVR's legal counsel on all Board and Board committee matters when needed. Committee chairs needing a legal opinion shall

provide the question(s) to the President or Vice-President and shall not contact the attorney directly.

- 2. GVR contracts, Bylaw changes and all similar documents shall be submitted to legal counsel for review and comment prior to approval by the Board.
- 3. The President may assign the CEO to make contact with GVR's legal counsel, as needed.
- 4. The CEO shall make the initial legal contact, when needed, on GVR operational matters.

2.5.2 Director Requests for Records/Data/Information (Adopted 7/28/2021)

- 1. Requests by directors for GVR records/data/information must be made in writing, directed to the CEO and include the reason(s) for the request.
- 2. The CEO shall reply to a director's request as follows:
 - a. If the CEO determines that the time requirement to satisfy the request is nominal and that the information stated in the request relates to a matter under consideration by the Board or a committee, the CEO shall provide the information as soon as practical to all directors.
 - b. Should the CEO determine that the request requires more than a nominal amount of time and/or pertains to a matter not under consideration by the Board, the CEO will forward the request to the GVR Board to be placed on the agenda of the next meeting. If the request is approved by the Board, the CEO shall post the records/data/information to the Board website as soon as practical.

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PART 2 – BOARD OF DIRECTORS

SECTION 1. POWERS, DUTIES, AND RESPONSIBILITIES

2.1.1 Responsibilities

1. Participate in development, review and approval of annual budgets and ensure proper financial controls are in place.
2. Recruit candidates, ensure orientation of new Board members and assess Board performance
3. Evaluate and establish policies addressing (a) services based on needs vs costs vs member benefits,(b) Board and Committee roles and responsibilities, and (c) Board/Committee/staff relationship.

2.1.2 Powers of The Board

In addition to the powers of the Board as set forth in the Bylaws or otherwise authorized by state law, the Board shall also have the power to do the following:

1. Participate in developing, tracking and maintaining a “5 Year Strategic Plan (Strategic Plan)” and “5-Year Capital Plan (Capital Plan)” to assist GVR in shaping its future. Towards that end, the following policies are an integral part of the plan:
 - a. Annual Strategic Plan Updating – Each year the Board shall review and update the Strategic Plan and carry it forward one additional year.
 - b. Integration with Programs and Services – The Strategic Plan and Capital Plan shall be approved by the Board and provided to Board committees, CEO, and GVR staff to facilitate the development of policy recommendations by committees and action plans by the CEO and staff which pursue the fulfillment of plan objectives.
 - c. Integration with the Budget Process – The objectives contained in the GVR Strategic Plan shall provide the primary basis upon which annual budget recommendations are made.
 - d. Progress Updates to the Board – The Strategic plan shall be a standing element report of Board and Board committee meetings, relevant to the charge of each particular committee. Written status reports will be provided to the Board at least annually.

2.1.3 Principles of Governance

The Board is responsible for governing in a manner that emphasizes strategic leadership rather than administrative detail, with focus on the intended long-term goals of the organization rather than the administrative or programmatic means of attaining these goals. It is to be proactive in its decision-making and maintain a clear delineation between staff, Board and Committee roles (see Part 3 – Committees). In this spirit, the Board will:

1. Discipline itself as to attendance, speak with one voice and adhere to the principles of good governance as established herein.
2. Be responsible to the membership by competently, conscientiously and effectively executing its governing obligations.
3. Govern with an emphasis on the following: (a) outward vision rather than internal processes, (b) encouragement of diversity in viewpoints, (c) strategic leadership rather than administrative detail, (d) clear distinction of CEO and BOD roles, (e) collective rather than individual decisions, (f) future rather than past or present, and (g) striving to be proactive rather than reactive.

2.1.4 Vacancies

1. Any vacancy on the Board of Directors, shall, if possible, be filled by an unsuccessful candidate from the most recently completed election.
2. The Board President will contact unsuccessful candidates in the order of the number of votes each received (from highest to lowest), to determine willingness to fill the vacancy.
3. If there is no unsuccessful candidate from the most recently completed election who is willing and able to serve as a successor director, the Nominations & Elections Committee shall recruit individuals from among regular members in good standing to fill the vacancy, and will present a slate of candidates to the Board of Directors.
4. Candidates for the vacant position shall:
 - a. Complete an application and answers to a list of questions prepared by the Nominations & Elections Committee for Board consideration, and
 - b. Address the Board prior to the election of the Successor Director at a meeting of the Board of Directors where the election of the director shall occur.
5. The Board will vote by secret ballot to elect the director from among the slate of candidates presented by the Nominations & Elections Committee.

SECTION 2. OFFICER ELECTIONS

2.2.1 General

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

2.2.2 The Nominating Ballot

1. The President (chair) will ask that nominating ballots be distributed to each Director.
2. Each Director receiving a vote is nominated for that office.
3. A nominating ballot cannot take the place of an electing ballot.
4. Board members may nominate themselves for any Board office.
5. Nominees must verbally indicate their willingness to serve before the electing ballot is distributed.
6. The chair will announce the names of the nominees and the number of nominations each received prior to the distribution of electing ballots.

2.2.3 The Electing Ballot

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

SECTION 3. BOARD MEETINGS AND WORK SESSIONS

2.3.1 RULES OF ORDER FOR AGENDA PREPARATION

1. Items for agenda consideration are submitted in writing to the President and CEO (or their respective designee) by 12p.m. (noon) six (6) business days prior to the date of the Board meeting or Work Session.
 - a) Exhibits submitted by Board members must include any motion background materials, recommended action, and rationale required for an understanding of the issue.
 - b) Board members may request that the President place items on a Board meeting agenda at any time. If the deadline for agenda preparation is not met, the item will be placed on the next Board meeting agenda.
 - c) If there is no action item, the President may put the subject on the agenda of a work session.
 - d) The President shall accept all appropriate agenda items that are submitted with written justification.
2. A proposed meeting agenda is developed by the Board President and CEO by close of business four (4) business days prior to the Board meeting. The proposed agenda is distributed to Directors via email and/or by placing the document(s) within online Board files.
3. Two (2) business days prior to the Board meeting the proposed agenda will be sent to the Board of Directors, posted on the GVR website, and distributed to members via an e-blast.
4. Directors vote to approve the proposed agenda at the Board Meeting. Prior to the vote, the agenda may be amended by a simple majority vote of Directors present. After approval of the agenda, it may only be amended by a two-thirds majority vote of the Directors present.
5. Regular Board meeting agendas will include a consent agenda; a Consent Agenda is a meeting practice which packages routine committee reports, Board meeting minutes, and other non-controversial items not requiring discussion or independent action as one agenda item.
6. The agenda shall be made available to GVR members on the GVR website and at the Board meeting in hardcopy.
7. Work sessions are for informal discussion or informational purposes only. Agenda preparation and distribution follow the same rules as for board meetings except as specifically noted.

2.3.2 Protocol and Conduct for Board Meetings

1. Board meetings, work sessions and committee meetings which are open to the general membership shall be announced in all available electronic and print media.

2. The President shall preside over all meetings and work sessions of the Board. If the President is unable or refuses to preside at a regular meeting, the highest-ranking officer in attendance shall preside over the meeting. If no officers are willing to preside over a meeting, the officers in attendance, by majority vote, shall select a director to preside over the meeting.
3. Meetings shall be conducted under the latest edition of Robert's Rules of Order, Newly Revised, unless otherwise determined by the Board.
4. Regular Board meetings shall be held at least quarterly, at a place and time determined by the Board.
5. The Board will use the following small board protocol during Board meetings:
 - a) Board members do not have to stand, but should be recognized by the President to speak or make motions.
 - b) Motions must be seconded.
 - c) Each board member may speak for no more than ten (10) minutes per topic.
 - d) Informal discussion is allowed on non-motion topics.
 - e) To vote on a subject, a formal motion must be made and seconded.
 - f) Votes will be taken by a show of hands (or vocal, if attending electronically).
 - g) The President need not stand when putting items to a vote.
 - h) The President may debate, make motions and vote.
6. No action may be taken by the Board at Work Sessions.
7. GVR members shall be permitted to address the presiding officer at a Board Meeting or Work Session to provide input, subject to the following protocols:
 - a) Member comments shall be addressed to the presiding officer and shall address only the topic under discussion, not the actions of one or more individual directors.
 - b) No member may speak until recognized by the presiding officer. No member may interrupt another member while he/she is speaking.
 - c) Members shall act in a courteous and civil manner.
 - d) A member must identify him/herself by name and GVR number or GVR property address prior to addressing the presiding officer.
 - e) Members are encouraged to provide written comments in addition to verbal remarks.
 - f) Members may speak to action items being considered at each regular or special meeting of the Board after all Directors have had an opportunity to speak to the issue and

for no more than two (2) minutes, unless additional time is allotted by the presiding officer.

- g) Members may speak for no more than two (2) minutes on any GVR-related issue prior to adjournment of each regular or special session of the Board, unless additional time is allotted by the presiding officer.
- h) If the presiding officer determines, in his/her sole discretion, that a member's conduct violates one or more rules of proper protocol for receiving member comments, the presiding officer may require the member to leave the meeting or move to recess or adjourn the meeting.

8. Board meetings shall not be adjourned until all agenda items have been considered, except by a two-thirds (2/3) affirmative vote of the Directors in attendance or as set forth in 7(h) above.

2.3.3 Minutes of Meetings

1. The CEO, or his or her designee, shall take minutes at regular, annual, special and work session Board meetings.
2. Minutes shall be retained with other corporate documents in a secure location.
3. Recordings of all open Board meetings shall be made and kept under the custody of the CEO in the Administrative Offices until the minutes have been approved.
4. Minutes of the Board meetings will list the names of the Directors who make and second each motion, voting Directors in the minority of each vote, and any Director abstaining from each vote. Minutes of Board meetings shall contain summaries of the actions taken at the meeting, including directions given to staff. Committee reports which are "informational only" will not be summarized in the minutes. These reports will be noted "received and placed on file." Member comments are not part of the minutes. DRAFT Board minutes shall be posted to the website as "not yet approved" prior to formal approval by the Board of Directors.
5. Minutes of work sessions are published as "Highlights".

SECTION 4. CODE OF CONDUCT

2.4.1 Board Code of Conduct

The Board of Directors of Green Valley Recreation (GVR) commits itself and its members to ethical, effective and businesslike conduct, and to that end, directors must abide by the following:

1. Directors must act in the best interests of GVR without self-interest or personal bias for or against any individual or group of individuals.
2. Directors must conduct themselves in a courteous, professional and businesslike manner at meetings and in their personal interactions with each other, GVR members, and staff.
3. Directors may not accept any gifts or personal benefits, present or future, which could compromise, or give the appearance of compromising, their independence of judgment. Directors must disclose, in an open meeting, any actual or potential conflicts of interest, including, but not limited to, any personal or professional relationship with a company or individual seeking a business relationship with GVR, and shall not participate in any discussions or votes regarding such matters.
4. Directors must be properly prepared for Board and Committee meetings, having read all relevant background material provided for same.
5. Except as expressly authorized by the Board, directors shall not attempt to exercise individual authority over GVR matters by doing any of the following:
 - Interfering with the duties of GVR staff or contractors or giving direction to any GVR employee or contractor.
 - Communicating with the press concerning a GVR matter for or on behalf of GVR.
 - Communicating with GVR members in violation of the Email Policy set forth in the CPM.
6. Directors must not disclose confidential information addressed in an executive session or in a communication with legal counsel without the express authorization of the Board.
7. Directors must be respectful of differing opinions of fellow directors. Directors are expected to support duly-adopted Board decisions despite any personal disagreement therewith.
8. Directors are prohibited from engaging in the following conduct which shall be deemed outside of the scope of their duties as directors for purposes of indemnification:
 - a) Making a verbal or written statement (on social media or otherwise) that is defamatory of any GVR director, employee, contractor or member; or
 - b) Harassing, threatening or attempting to intimidate a GVR director, employee, contractor or member.

2.4.2 Code Enforcement Procedures

In order to ensure compliance with the Board Code of Conduct for Green Valley Recreation, Inc. ("Code"), the Code will be enforced as follows:

1. An allegation of a Code violation shall be presented to the Board President who shall then call and be in charge of all proceedings to investigate the allegation. If the allegation is against the President or the President is not able to accept such responsibility, then the allegation shall be presented to the Vice President, and if the Vice President is unable to perform such duty, to the Secretary.
2. Because allegations of Code violations are considered to be a personnel issue, all Board proceedings to investigate the allegation shall be conducted in executive session. The executive session shall be called as soon as possible to ensure that the allegation is resolved prior to any meeting in which the Board will conduct other business in order to avoid any appearance of impropriety.
3. Any director against whom an allegation is made has the right to attend the executive session and present his/her defense; provided, however, that he/she may not be present or participate in any discussion and/or votes regarding the alleged violation. If the accused director refuses to attend the executive session called to discuss the alleged violation, the director will have waived his/her right to present a defense to the allegation. A finding of a Code violation requires the affirmative vote of at least two-thirds (2/3) of the directors at the executive session.
4. If a director is found to be in violation of the Code, the directors, by a majority vote at that same meeting, shall determine which, if any, of the following sanctions to impose:
 - a) Written admonishment;
 - b) Removal from office per A.R.S. §10-3843(B);
 - c) Public censure (in an open meeting);
 - d) Request for director's resignation; and/or
 - e) Election to recall director.

SECTION 5 - MISCELLANEOUS

2.5.1 Use of Legal Counsel – updated 5/22/2019 REMOVE DATE??

1. The President or Vice-President shall make initial contact with GVR's legal counsel on all Board and Board committee matters when needed. Committee chairs needing a legal opinion shall

provide the question(s) to the President or Vice-President and shall not contact the attorney directly.

2. GVR contracts, Bylaw changes and all similar documents shall be submitted to legal counsel for review and comment prior to approval by the Board.
3. The President may assign the CEO to make contact with GVR's legal counsel, as needed.
4. The CEO shall make the initial legal contact, when needed, on GVR operational matters.

**2.5.2 Director Requests for Records/Data/Information
(Adopted 7/28/2021) REMOVE DATE????**

1. Requests by directors for GVR records/data/information must be made in writing directed to the CEO and include the reason(s) for the request.
2. The CEO shall reply to a director's request as follows:
 - a. If the CEO determines that the time requirement to satisfy the request is nominal and that the information stated in the request relates to a matter under consideration by the Board or a committee, the CEO shall provide the information as soon as practical to all directors.
 - b. Should the CEO determine that the request requires more than a nominal amount of time and/or pertains to a matter not under consideration by the Board, the CEO will forward the request to the GVR Board to be placed on the agenda of the next meeting. If the request is approved by the Board, the CEO shall post the records/data/information to the Board website as soon as practical.

PART 3 COMMITTEES

SECTION 1 - GENERAL

3.1.1 Terms of Board Committee Chairpersons

Board standing Committee Chairpersons shall remain active until the appointment of new Committee Chairpersons.

3.1.2 Committees of The Board of Directors (updated September 30, 2020)

1. Committee Chairpersons must be Directors. Chairpersons shall be nominated by the President, subject to approval of the Board.
2. The Board will establish the duties and responsibilities of the committees. Each committee shall make policy recommendations to the Board for consideration.
3. ~~Committees are not required to follow Robert's Rules of Order.~~
4. Meetings shall be set by the Chairperson and shall be conducted as needed, but not less than quarterly.
5. To the extent possible, (a) committees will include members knowledgeable about the functionality of that specific committee, and (b) shall include, as much as possible, those GVR members who submit a request to volunteer for the particular committee. The Committee Chair may solicit volunteers when there is an insufficient number of volunteers for the particular committee.
6. Members of each standing committee member shall serve one year terms and may serve consecutive terms. Ad hoc or special committee members may serve longer terms as determined by the Board.
7. In order to serve on a committee, members must sign a Confidentiality Agreement and Directors must have signed the Board Code of Conduct.

SECTION 2 - BOARD AFFAIRS COMMITTEE

3.2.1 Duties and Responsibilities

1. Recommend modifications in organizational policies and governing values to help guide the Board in achieving its strategic goals. Assist the Board in effectively carrying out its governing

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5. Committees are not required to follow Robert's Rules of Order.¶
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8. Directors may attend any GVR committee meeting, whether open or closed. To attend a meeting from a remote site,

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- functions in such a manner so as to clearly delineate the roles and responsibilities between governance and management.
2. Review and recommend amendments, when appropriate, to the governing documents of the Corporation.
 3. Review and recommend Board action on group applications for GVR "Club Status."
 4. Where appropriate, recommend modification to GVR club policies, in keeping with the best interest of the Corporation.
 5. Forward all proposed amendments to the governing documents to counsel for review. Proposed amendments, as may be revised by counsel, shall be forwarded to the Board for review and appropriate action.
 6. Develop pro and/or con statements for ballot proposals being submitted to the membership for a vote. GVR members are strongly encouraged to present their positions to the committee for consideration, and possible inclusion, in the pro and/or con statements.
 7. Meet with Club officers to adjudicate any disputes concerning the Annual Club Agreement.
 8. With respect to amendments to the CPM, proposed by other committees, the following protocol applies:
 - a. The committee will provide a paragraph stating the purpose and goal of the proposed amendment(s) to the Board Affairs Committee (BAC).
 - b. If the BAC approves the purpose and intent of the proposed amendment(s), the BAC will forward to GVR's legal counsel to draft the amendment(s).
 - c. The draft amendment(s) will be presented to the BAC and the committee submitting the request.
 - d. If approved by both the BAC and the committee, the draft will be forwarded as a recommendation to the Board for approval.

SECTION 3 - FISCAL AFFAIRS COMMITTEE

3.3.1 Membership Considerations

To the extent possible, the committee will include members knowledgeable about capital projects and with experience in financial management and GAAP (Generally Accepted Accounting Principles).

3.3.2 Responsibilities

1. Review and assist in presenting the annual budgets to the Board. Such review will consist of recommending Reserve

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- funding, the disposition of any Surplus and the transfers of Operating Cash.
2. Monitor progress toward achievement of annual financial objectives.
 3. Review financial statements, including but not limited to operations, capital analysis, Statement of Financial Position, Summary Statement of Activities , Statement of Changes in Net Assets and Investment Portfolios, and report to the Board, as appropriate.
 4. Coordinate with the GVR Audit Committee, and GVR Investment Committee.
 5. Review and recommend policy to assure financial controls.
 6. After reviewing staff input, recommend the establishment and the amount of dues, fees, and assessments.
 7. Coordinate with the Planning and Evaluation Committee as it relates to proposed expenditures for capital improvements.
 8. After reviewing staff input, recommend the financing method to be adopted for specific major projects recommended by the Planning and Evaluation Committee for Board approval.

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SECTION 4 - PLANNING AND EVALUATION COMMITTEE

3.4.1 Membership Considerations

To the extent possible, the committee will include members knowledgeable about capital projects and experience in financial management.

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3.4.2 Responsibilities

1. To review and discuss, on an annual basis, the capital evaluation requirements, and any documents required for club and miscellaneous capital funding requests submitted to the P&E Committee.
2. To be knowledgeable of the Strategic Plan, Long-term Capital Plan, and Center Assessment Survey to ensure that all capital-funding recommendations comply with these plans.
3. To identify issues and trends that could contribute to the update of aforementioned plans.

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SECTION 5 - AUDIT COMMITTEE

3.5.1 Membership

To the extent possible, the committee will include members knowledgeable of financial reporting and internal control procedures.

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3.5.2 Responsibilities

1. The Audit Committee functions in the capacity of an overseer of GVR's financial reporting process and internal controls. The committee is the conduit between GVR and the independent auditing firm. The Committee is not involved in the Corporation's daily accounting functions.
2. The principal functions of the Audit Committee are:
 - a) To recommend a CPA firm to the GVR Board to act as the corporation's independent auditor.
 - b) To review the independent auditor's terms of engagement.
 - c) To review the results of each audit including opinion qualifications or expectations.
 - d) To review the auditor's management letter and GVR management's response.
 - e) To review issues and disputes that may arise between GVR management and the independent auditor during an audit.
 - f) To review the adequacy of internal financial controls with GVR management and the audit firm.

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2. There shall be at least one (1) other Director on the committee, and a minimum than two (2) GVR members who do not serve on the Board selected by the Committee Chairperson. Committee members shall be members of GVR, selected by the Committee Chairperson.

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3. An Administrative staff person will serve on the Committee and will be selected by the CEO.¶
NOTE: refer to CPM Section VI, Subsection 4(B) (7)¶

SECTION 6 - NOMINATIONS & ELECTIONS COMMITTEE

3.6.1 Membership

1. The members of the Committee selected by the Chairperson shall represent various GVR geographic areas to the extent possible.
2. Any member of the Committee who becomes a candidate for election to the Board of Directors shall resign from the Committee immediately.
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3. An Administrative staff person will serve on the Committee and will be selected by the CEO.¶
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3.6.2. Responsibilities

1. Nominations
 - a) Determine the eligibility of each candidate as verified by the GVR staff to be a member in good standing.

- b) Submit a slate of qualified candidates to the Board of Directors at least one hundred and twenty (120) days prior to the Annual Meeting.
- c) Post the slate of candidates to the membership no less than ninety (90) days prior to the Annual Meeting and determine how candidates shall be presented to the membership.
- d) Staff will determine the eligibility and good standing of any candidates submitted by nomination petition within 60 days prior to the Annual Meeting and advise the Secretary of the Board. The Secretary will forward to the N&E Chair, who will bring the names to the next Board of Directors meeting.

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2. Election Process

- a) Recommend to the Board a record date to determine the eligible roster of voting members which shall be no more than thirty (30) days prior to the election. If Board of Directors fails to set a record date, the record date shall be thirty (30) days prior to the first day that votes may be cast.
- b) Submit the final slate of candidates for the ballot to the CEO.
- c) Establish a list of members eligible to vote as of the record date and provide this list to any outside agency conducting the election, if necessary.
- d) Establish the deadline for the return of ballots which shall be no later than 4:00 pm on a date at least five (5) days before the Annual Meeting.
- e) Verify that the final ballot and ballot materials have been reviewed and approved by GVR's general counsel.
- f) The ballot reply shall display all information deemed necessary for validation purposes for use by the Committee.
- g) The counting of ballots, at the discretion of the Board of Directors may be conducted by an independent organization (e.g., Pima County Elections or electronic voting firm), in which case the results shall be obtained from the organization by the GVR CEO or his designated representative. The results shall be shared with the Nominations and Election Chairperson.

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3. Election Results

- a) The Committee shall confirm the validation/counting process at least two (2) business days prior to the date of the Annual Meeting or Special Meeting.

b) At the conclusion of the election, obtain the results of the election, including the establishment of a quorum.

c) The Chairperson shall notify the GVR Board of Directors of the results of the election.

d) If there are fewer than fifty (50) valid votes separating the last successful candidate and the first unsuccessful candidate in an election of directors, or less than a fifty (50) vote difference on any other ballot issue, then the Board may, at its sole discretion, order a recount.

e) The Chairperson shall report the establishment of a quorum and the election results at the Annual Meeting. Successful candidates shall be announced in the order of the total votes received. The results of the ballot for any other matters shall be announced in the order in which the items appeared on the ballot.

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4. Post-Election:

At the conclusion of the election, the ballot materials and the results thereof shall be submitted to the CEO. The CEO will maintain the results of the election in GVR's permanent records and the ballot materials for at least three (3) years in accordance with the Arizona Nonprofit Corporation Act.

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5. Board Orientation & Training

Shall suggest topics to GVR staff for inclusion of appropriate in-service training, as needed, for the Board. Shall ensure that Board orientation programs are held annually, normally in April and coinciding with the seating of new Board of Directors.

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SECTION 7 - INVESTMENTS COMMITTEE (updated 2/24/21)

3.7.1 Membership

The Investments Committee ("IC") shall consist of at least two Green Valley Recreation Inc. ("GVR") members in addition to the IC Chairperson who shall be a director. The IC Chairperson shall be nominated by the President with Board approval. The IC chairperson and IC members should be knowledgeable in the investment of financial assets and, to the extent practical,

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experienced in investment management and/or investment oversight.

3.7.2 Responsibilities.

The IC has the following specific responsibilities and duties with respect to the Investment Advisors (IAs):

1. Make timely recommendations to the Board of Directors concerning:
 - a) The hiring, termination, and replacement of the Investment Manager and/or Investment Adviser (collectively, the "IM/IA") for each of the accounts that comprise the IAs.
 - b) The terms and wording for any contract between GVR and an IM/IA.
 - c) The specific wording and specifications for the Investment Policy Statement ("IPS") set forth in Appendix I, Subsection 3 that governs each of the accounts that comprise the IAs and any changes thereto.
2. Perform the following ongoing functions:
 - a) Complete due diligence and evaluation of each IM/IA at the end of each quarter or more frequently if required.
 - b) Monitor the IM/IAs to confirm compliance with the applicable IPS.
3. Make timely reports, in accordance with the IPS, to the CFO, CEO and Board of Directors of the following:
 - a) A serious and meaningful violation of the IPS.
 - b) A potential replacement of an existing IM/IA.
 - c) Any update requested by the Board of Directors.
4. Collaborate with the CEO/CFO concerning the following:
 - a) What information and analysis the CEO/CFO will provide to the IC for the purpose of enabling the IC to perform its duties.
 - b) The specific actions required by the CEO/CFO in order to bring an IM/IA back into compliance with its applicable IPS.
5. In the process of completing its duties, the IC will generate the following documents:
 - a) An IPS for each of the accounts that comprise the IAs.
 - b) An investment management contract for each IM/IA hired by GVR.
 - c) Minutes of each meeting of the IC.

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PART 3 COMMITTEES

SECTION 1 - GENERAL

3.1.1 Terms of Board Committee Chairpersons

Board standing Committee Chairpersons shall remain active until the appointment of new Committee Chairpersons.

3.1.2 Committees of The Board of Directors (updated September 30, 2020)

1. Committee Chairpersons must be Directors. Chairpersons shall be nominated by the President, subject to approval of the Board.
2. The Board will establish the duties and responsibilities of the committees. Each committee shall make policy recommendations to the Board for consideration.
3. Committees are not required to follow Robert's Rules of Order.
4. Meetings shall be set by the Chairperson and shall be conducted as needed, but not less than quarterly.
5. To the extent possible, (a) committees will include members knowledgeable about the functionality of that specific committee and (b) shall include, as much as possible, those GVR members who submit a request to volunteer for the particular committee. The Committee Chair may solicit volunteers when there is an insufficient number of volunteers for the particular committee.
6. Members of each standing committee member shall serve one year terms and may serve consecutive terms. Ad hoc or special committee members may serve longer terms as determined by the Board.
7. In order to serve on a committee, members must sign a Confidentiality Agreement and Directors must have signed the Board Code of Conduct.

SECTION 2 - BOARD AFFAIRS COMMITTEE

3.2.1 Duties and Responsibilities

1. Recommend modifications in organizational policies and governing values to help guide the Board in achieving its strategic goals. Assist the Board in effectively carrying out its governing

functions in such a manner so as to clearly delineate the roles and responsibilities between governance and management.

2. Review and recommend amendments, when appropriate, to the governing documents of the Corporation.
3. Review and recommend Board action on group applications for GVR "Club Status."
4. Where appropriate, recommend modification to GVR club policies, in keeping with the best interest of the Corporation.
5. Forward all proposed amendments to the governing documents to counsel for review. Proposed amendments, as may be revised by counsel, shall be forwarded to the Board for review and appropriate action.
6. Develop pro and/or con statements for ballot proposals being submitted to the membership for a vote. GVR members are strongly encouraged to present their positions to the committee for consideration, and possible inclusion, in the pro and/or con statements.
7. Meet with Club officers to adjudicate any disputes concerning the Annual Club Agreement.
8. With respect to amendments to the CPM proposed by other committees, the following protocol applies:
 - a. The committee will provide a paragraph stating the purpose and goal of the proposed amendment(s) to the Board Affairs Committee (BAC).
 - b. If the BAC approves the purpose and intent of the proposed amendment(s), the BAC will forward to GVR's legal counsel to draft the amendment(s).
 - c. The draft amendment(s) will be presented to the BAC and the committee submitting the request.
 - d. If approved by both the BAC and the committee, the draft will be forwarded as a recommendation to the Board for approval.

SECTION 3 - FISCAL AFFAIRS COMMITTEE

3.3.1 Membership Considerations

To the extent possible, the committee will include members knowledgeable about capital projects and with experience in financial management and GAAP (Generally Accepted Accounting Principles).

3.3.2 Responsibilities

1. Review and assist in presenting the annual budgets to the Board. Such review will consist of recommending Reserve

funding, the disposition of any Surplus and the transfers of Operating Cash.

2. Monitor progress toward achievement of annual financial objectives.
3. Review financial statements, including but not limited to operations, capital analysis, Statement of Financial Position, Summary Statement of Activities , Statement of Changes in Net Assets and Investment Portfolios, and report to the Board as appropriate.
4. Coordinate with the GVR Audit Committee and GVR Investment Committee.
5. Review and recommend policy to assure financial controls.
6. After reviewing staff input, recommend the establishment and the amount of dues, fees, and assessments.
7. Coordinate with the Planning and Evaluation Committee as it relates to proposed expenditures for capital improvements.
8. After reviewing staff input, recommend the financing method to be adopted for specific major projects recommended by the Planning and Evaluation Committee for Board approval.

SECTION 4 - PLANNING AND EVALUATION COMMITTEE

3.4.1 Membership Considerations

To the extent possible, the committee will include members knowledgeable about capital projects and experience in financial management.

3.4.2 Responsibilities

1. To review and discuss, on an annual basis, the capital evaluation requirements and any documents required for club and miscellaneous capital funding requests submitted to the P&E Committee.
2. To be knowledgeable of the Strategic Plan, Long-term Capital Plan, and Center Assessment Survey to ensure that all capital-funding recommendations comply with these plans.
3. To identify issues and trends that could contribute to the update of aforementioned plans.

SECTION 5 - AUDIT COMMITTEE

3.5.1 Membership

To the extent possible, the committee will include members knowledgeable of financial reporting and internal control procedures.

3.5.2 Responsibilities

1. The Audit Committee functions in the capacity of an overseer of GVR's financial reporting process and internal controls. The committee is the conduit between GVR and the independent auditing firm. The Committee is not involved in the Corporation's daily accounting functions.
2. The principal functions of the Audit Committee are:
 - a) To recommend a CPA firm to the GVR Board to act as the corporation's independent auditor.
 - b) To review the independent auditor's terms of engagement.
 - c) To review the results of each audit including opinion qualifications or expectations.
 - d) To review the auditor's management letter and GVR management's response.
 - e) To review issues and disputes that may arise between GVR management and the independent auditor during an audit.
 - f) To review the adequacy of internal financial controls with GVR management and the audit firm.

SECTION 6 - NOMINATIONS & ELECTIONS COMMITTEE

3.6.1 Membership

1. The members of the Committee selected by the Chairperson shall represent various GVR geographic areas to the extent possible.
2. Any member of the Committee who becomes a candidate for election to the Board of Directors shall resign from the Committee immediately.
- 4.

3.6.2. Responsibilities

1. Nominations
 - a) Determine the eligibility of each candidate as verified by the GVR staff to be a member in good standing.

- b) Submit a slate of qualified candidates to the Board of Directors at least one hundred and twenty (120) days prior to the Annual Meeting.
- c) Post the slate of candidates to the membership no less than ninety (90) days prior to the Annual Meeting and determine how candidates shall be presented to the membership.
- d) Staff will determine the eligibility and good standing of any candidates submitted by nomination petition within 60 days prior to the Annual Meeting and advise the Secretary of the Board. The Secretary will forward to the N&E Chair, who will bring the names to the next Board of Directors meeting.

2. Election Process

- a) Recommend to the Board a record date to determine the eligible roster of voting members which shall be no more than thirty (30) days prior to the election. If Board of Directors fails to set a record date, the record date shall be thirty (30) days prior to the first day that votes may be cast.
- b) Submit the final slate of candidates for the ballot to the CEO.
- c) Establish a list of members eligible to vote as of the record date and provide this list to any outside agency conducting the election, if necessary.
- d) Establish the deadline for the return of ballots which shall be no later than 4:00 pm on a date at least five (5) days before the Annual Meeting.
- e) Verify that the final ballot and ballot materials have been reviewed and approved by GVR's general counsel.
- f) The ballot reply shall display all information deemed necessary for validation purposes for use by the Committee.
- g) The counting of ballots, at the discretion of the Board of Directors may be conducted by an independent organization (e.g., Pima County Elections or electronic voting firm), in which case the results shall be obtained from the organization by the GVR CEO or his designated representative. The results shall be shared with the Nominations and Election Chairperson.

NOTE: refer to Bylaws Article V, Section 3

3. Election Results

- a) The Committee shall confirm the validation/counting process at least two (2) business days prior to the date of the Annual Meeting or Special Meeting.

- b) At the conclusion of the election, obtain the results of the election, including the establishment of a quorum.
- c) The Chairperson shall notify the GVR Board of Directors of the results of the election.
- d) If there are fewer than fifty (50) valid votes separating the last successful candidate and the first unsuccessful candidate in an election of directors, or less than a fifty (50) vote difference on any other ballot issue, then the Board may, at its sole discretion, order a recount.
- e) The Chairperson shall report the establishment of a quorum and the election results at the Annual Meeting. Successful candidates shall be announced in the order of the total votes received. The results of the ballot for any other matters shall be announced in the order in which the items appeared on the ballot.

4. Post-Election:

At the conclusion of the election, the ballot materials and the results thereof shall be submitted to the CEO. The CEO will maintain the results of the election in GVR's permanent records and the ballot materials for at least three (3) years in accordance with the Arizona Nonprofit Corporation Act.

5. Board Orientation & Training

Shall suggest topics to GVR staff for inclusion of appropriate in-service training, as needed, for the Board. Shall ensure that Board orientation programs are held annually, normally in April and coinciding with the seating of new Board of Directors.

SECTION 7 - INVESTMENTS COMMITTEE (updated 2/24/21)

3.7.1 Membership

The Investments Committee ("IC") shall consist of at least two Green Valley Recreation Inc. ("GVR") members in addition to the IC Chairperson who shall be a director. The IC Chairperson shall be nominated by the President with Board approval. The IC chairperson and IC members should be knowledgeable in the investment of financial assets and, to the extent practical,

experienced in investment management and/or investment oversight.

3.7.2 Responsibilities.

The IC has the following specific responsibilities and duties with respect to the Investment Advisors (IAs):

1. Make timely recommendations to the Board of Directors concerning:
 - a) The hiring, termination, and replacement of the Investment Manager and/or Investment Adviser (collectively, the "IM/IA") for each of the accounts that comprise the IAs.
 - b) The terms and wording for any contract between GVR and an IM/IA.
 - c) The specific wording and specifications for the Investment Policy Statement ("IPS") set forth in Appendix I, Subsection 3 that governs each of the accounts that comprise the IAs and any changes thereto.
2. Perform the following ongoing functions:
 - a) Complete due diligence and evaluation of each IM/IA at the end of each quarter or more frequently if required.
 - b) Monitor the IM/IAs to confirm compliance with the applicable IPS.
3. Make timely reports, in accordance with the IPS, to the CFO, CEO and Board of Directors of the following:
 - a) A serious and meaningful violation of the IPS.
 - b) A potential replacement of an existing IM/IA.
 - c) Any update requested by the Board of Directors.
4. Collaborate with the CEO/CFO concerning the following:
 - a) What information and analysis the CEO/CFO will provide to the IC for the purpose of enabling the IC to perform its duties.
 - b) The specific actions required by the CEO/CFO in order to bring an IM/IA back into compliance with its applicable IPS.
5. In the process of completing its duties, the IC will generate the following documents:
 - a) An IPS for each of the accounts that comprise the IAs.
 - b) An investment management contract for each IM/IA hired by GVR.
 - c) Minutes of each meeting of the IC.

PART 4 - CEO

SECTION 1 - AUTHORITY OF THE CEO

4.1.1. General

The Chief Executive Officer (CEO) is the sole employee reporting to the Board of Directors and is expected to understand, adhere to and implement the policies established by the Board of Directors. The CEO and Board shall work cooperatively to ensure that the policies established by the Board are carried out effectively. The CEO has overall responsibility for the operation of the corporation and is responsible for the planning and management of day-to-day operations. The CEO shall have responsibility for carrying out the decisions of the Board of Directors, including, but not limited to, how policies and goals are implemented; organization and control of resources; management of professional competence, and full control over operations, organizational behavior, subordinate managers and employees, human resource development, annual budget construction, execution of Board approved budgets, and the implementation of action items within each program area. The CEO provides organizational leadership to staff and support for the Board in achieving GVR's vision, completing its mission, and executing its strategic plan. The CEO serves as the community liaison and is responsible for enhancing the visibility of the organization locally, regionally and nationally. The CEO serves as the Public Information officer for GVR. The CEO may delegate authority to staff, as appropriate.

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4.1.2. Fiscal Authority

The CEO shall:

1. In conjunction with the Chief Financial Officer, develop the annual budget for Board approval which ensures maintenance of facilities, availability of member programs, and operation of the Corporation in accordance with the Strategic Plan.
2. Ensure that revenues are deposited into appropriate accounts in a timely manner.
3. Manage expenditures within the approved budget without incurring indebtedness.
4. Develop and maintain sound financial practices in accordance with GVR's 501(c)(4) designation.
5. Implement fiscal controls, execute recurring operational contracts and leases, fund expenditure approvals, and maintain accurate accounts of every financial transaction of GVR.

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6. Set rental rates for the use of GVR facilities.
7. Pursue and recommend sources of non-dues revenue to the Board.
8. Ensure that delinquencies are forwarded to counsel for appropriate action in a timely manner.

4.1.3. Programmatic Authority

The CEO shall:

1. Provide a safe environment for members of GVR.
2. Structure the organization to continually improve operations and make changes as necessary to the organizational structure.
3. Develop policies for disseminating information to the membership and general public.
4. Assist the Board in developing long- and short-range strategies and implement same.
5. Review proposed GVR projects and programs.

SECTION 2 – RESPONSIBILITIES

4.2.1. Human Resources

The CEO shall:

1. Maintain comprehensive HR policies and practices which are aligned with U.S. and Arizona law.
2. Serve as Equal Employment Opportunity and Diversity Officer.
3. Develop and recommend to the Board compensation packages that are competitive within Pima County and Southern Arizona.
4. Ensure that there is an effective management team, support staff, and volunteer system in place. Effectively manage the Human Resources (HR) of the organization according to authorized personnel policies and procedures that fully conform to current laws, regulations and corporate policy.
5. Ensure the development and implementation of personnel training programs that enhance the human resources of the organization and ensure qualified employees and volunteers.
6. Maintain a climate that attracts, retains, and motivates top quality people – both paid staff and volunteers.

4.2.2. Board Relationship

The CEO shall:

1. The President is the primary liaison between the CEO and the Board for communications outside of Board meetings.
2. By January 31 of each year, prepare and submit to the Board for approval, a proposal for the CEO’s Work Plan in accordance with

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The Chief Executive officer shall: ¶
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The Chief Executive officer shall: ¶

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- the Strategic Plan to be achieved during the forthcoming governance year (effectively April 1-March 31).
3. Assist the President of the Board in developing agendas for meetings, and provide appropriate information so that the Board may make informed decisions.
 4. Be prepared to report on the condition of the organization, and status of ongoing projects as may be requested at a Board meeting
 5. Cooperate with the President and Committee chairs to ensure that Board Committees function effectively.
 6. Provide administrative support to directors in conformance with policies established by the Board.
 7. Recommend policy changes to the Board or the appropriate committee chair, as necessary.
 8. Work cooperatively with the President and be responsible and accountable to the Board as a whole.

4.2.3. Other Responsibilities

- The CEO shall:
1. Monitor and ensure compliance with federal and state laws, Pima County regulations and ordinances, and GVR’s Articles of Incorporation, Bylaws, Corporate Policy Manual, and Corporate Operations Manual.
 2. Develop a public awareness program to promote GVR.
 3. Ensure the organization and its mission, programs, products and services are consistently presented in a strong, positive image to members.
 4. Be responsible for setting hours of operation for facilities, and for publicizing those hours by various GVR and non-member groups.
 5. Authorize the voluntary dissolution of GVR clubs.
 6. Perform other duties as prescribed by the Board of Directors.

SECTION 3 - COMPENSATION AND REVIEW

4.3.1. CEO Compensation

Prior to the employment of a new CEO, the Board of Directors, and CEO shall negotiate a written agreement for employment, which shall be subject to review by GVR's legal counsel. Said document shall contain the Compensation Package for the CEO, length of term, renewal options and other relevant information pertinent to the employment of the CEO. The CEO, at a minimum, shall receive all benefits available to all GVR employees.

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4.3.2. CEO – Performance Appraisal Process

The Performance Appraisal shall be completed on an annual basis at least 30 days prior to the date of the Annual Meeting (except as set forth below with respect to new CEOs). The Board, at its discretion, may conduct or have conducted additional performance reviews of the CEO at any time. In the case of a new CEO, an additional evaluation shall be completed at 6 months. If a new CEO is hired at any time other than the beginning of a calendar year, the annual evaluation shall be conducted as close to year-end as reasonably possible. Any and all reports, conclusions, findings or information resulting from such reviews may only be discussed in Executive Session. Failure to conduct such reviews in no way shall relieve the CEO from performing such duties and responsibilities as required by contract, GVR’s Bylaws and the Corporate Policy Manual.

1. The performance appraisal Process for the CEO:

- a) A committee of the Board of Directors shall manage the performance appraisal and will conduct the performance appraisal interview.
- b) The committee shall be chaired by the President and if the President has been in office less than 6 months, the Past President shall serve on the committee, if possible. The Committee shall consist of the officers and must include at least 3 members who have served on the Board for more than 1 year. No staff or non-board members shall participate. The committee members shall be appointed and serve through the entire evaluation year.

2. Steps in the CEO performance appraisal process:

- a) The Committee initiates the formal performance appraisal process, beginning in early January unless changes to the evaluation form require that the process start earlier. This time period allows completion of the appraisal process, format review and action by the Board and meeting with the CEO prior to the Annual Meeting of the Corporation.
- b) The CEO provides the results of the prior year work plan by January 15.
- c) The Committee reviews the Performance Appraisal Process, informs the Board of the process and invites Board members and CEO to provide any comments to the Committee, regarding the form and/or the process in an Executive Session. The Committee may adapt the form and/or process based on this feedback by the first week in February.

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- d) Evaluation forms, the CEO's contract, job description and progress to date on the CEO's Work Plan are provided to each Board member. The CEO completes a self-evaluation form. Completed evaluation forms are returned to the President by the end of the 1st week in February.
- e) The Committee meets and summarizes the Board's completed ratings and compares the results to the CEO's self-appraisal.
- f) The Committee meets with the CEO to review the findings. Major discrepancies between the Board and CEO results should be discussed and any issues resolved.
- g) The Committee Chair convenes an Executive Session without the CEO to discuss the results and bonus recommendation or other recommended action no later than March 1. The Board will discuss the appraisal and bonus recommendation, make changes if desired and then act. The minutes will reflect the action.
- h) The Committee meets with the CEO to discuss the results of the appraisal and the Board decision within a week of the Executive Session.

3. **Steps following the Appraisal Process**

- a) The CEO and the Committee modify the Goals for the next year and work together to outline a Performance Improvement Plan if necessary.
- b) The Board reviews and approves the Goals and any Performance Improvement Plan before the Annual Meeting.
- c) The Committee regularly reviews the job description, any relevant policies, the appraisal process, and recommends enhancements for review and action by the Board as necessary.
- d) The Committee drafts any changes to the CEO Job Description for the following year, makes any necessary changes to the Performance Appraisal Process, including the associated tools, and recommends those changes to the incoming Board. The new Board formally adopts the process and tools.

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PART 4 - CEO

SECTION 1 - AUTHORITY OF THE CEO

4.1.1 General

The Chief Executive Officer (CEO) is the sole employee reporting to the Board of Directors and is expected to understand, adhere to and implement the policies established by the Board of Directors. The CEO and Board shall work cooperatively to ensure that the policies established by the Board are carried out effectively. The CEO has overall responsibility for the operation of the corporation and is responsible for the planning and management of day-to-day operations. The CEO shall have responsibility for carrying out the decisions of the Board of Directors, including, but not limited to, how policies and goals are implemented; organization and control of resources; management of professional competence, and full control over operations, organizational behavior, subordinate managers and employees, human resource development, annual budget construction, execution of Board approved budgets, and the implementation of action items within each program area. The CEO provides organizational leadership to staff and support for the Board in achieving GVR's vision, completing its mission, and executing its strategic plan. The CEO serves as the community liaison and is responsible for enhancing the visibility of the organization locally, regionally and nationally. The CEO serves as the Public Information officer for GVR. The CEO may delegate authority to staff, as appropriate.

4.1.2 Fiscal Authority

The CEO shall:

1. In conjunction with the Chief Financial Officer, develop the annual budget for Board approval which ensures maintenance of facilities, availability of member programs, and operation of the Corporation in accordance with the Strategic Plan.
2. Ensure that revenues are deposited into appropriate accounts in a timely manner.
3. Manage expenditures within the approved budget without incurring indebtedness.
4. Develop and maintain sound financial practices in accordance with GVR's 501(c)(4) designation.
5. Implement fiscal controls, execute recurring operational contracts and leases, fund expenditure approvals, and maintain accurate accounts of every financial transaction of GVR.

6. Set rental rates for the use of GVR facilities.
7. Pursue and recommend sources of non-dues revenue to the Board.
8. Ensure that delinquencies are forwarded to counsel for appropriate action in a timely manner.

4.1.3. Programmatic Authority

The CEO shall:

1. Provide a safe environment for members of GVR.
2. Structure the organization to continually improve operations and make changes as necessary to the organizational structure.
3. Develop policies for disseminating information to the membership and general public.
4. Assist the Board in developing long- and short-range strategies and implement same.
5. Review proposed GVR projects and programs.

SECTION 2 – RESPONSIBILITIES

4.2.1. Human Resources

The CEO shall:

1. Maintain comprehensive HR policies and practices which are aligned with U.S. and Arizona law.
2. Serve as Equal Employment Opportunity and Diversity Officer.
3. Develop and recommend to the Board compensation packages that are competitive within Pima County and Southern Arizona.
4. Ensure that there is an effective management team, support staff, and volunteer system in place. Effectively manage the Human Resources (HR) of the organization according to authorized personnel policies and procedures that fully conform to current laws, regulations and corporate policy.
5. Ensure the development and implementation of personnel training programs that enhance the human resources of the organization and ensure qualified employees and volunteers.
6. Maintain a climate that attracts, retains, and motivates top quality people – both paid staff and volunteers.

4.2.2. Board Relationship

The CEO shall:

1. The President is the primary liaison between the CEO and the Board for communications outside of Board meetings.
2. By January 31 of each year, prepare and submit to the Board for approval, a proposal for the CEO's Work Plan in accordance with

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2. Develop a public awareness program to promote GVR.
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4. Be responsible for setting hours of operation for facilities, and for publicizing those hours by various GVR and non-member groups.
5. Authorize the voluntary dissolution of GVR clubs.
6. Perform other duties as prescribed by the Board of Directors.

SECTION 3 - COMPENSATION AND REVIEW

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Green Valley Recreation, Inc.

**Board of Directors Meeting
Bylaws Statement**

Prepared By: Nanci Moyo, Administrative Supervisor	Meeting Date: January 26, 2022
Presented By: Nina Campfield	Consent Agenda: No

<p>Originating Committee / Department: Board Affairs Committee</p>
<p>Action Requested: To approve the recommendation by the Board of Directors, as approved by the Board Affairs Committee and reviewed by legal counsel, that members vote in favor of the Amended and Restated Bylaws.</p>
<p>Strategic Plan Goal: Goal 5: Provide sound, effective governance and leadership for the corporation</p>
<p>Background Justification: This recommendation by the Board of Directors complies with the Arizona Nonprofit Corporation Act.</p>
<p>Recommended Motion: Move to approve the recommendation by the Board of Directors, as approved by the Board Affairs Committee and reviewed by legal counsel, that members vote in favor of the Amended and Restated Bylaws.</p>
<p>Attachments: Bylaws Recommendation Statement</p>

2022 BALLOT PRO STATEMENT FOR THE AMENDED AND RESTATED BYLAWS

The Amended and Restated Bylaws are presented with the recommendation of the GVR Board of Directors. GVR's current Bylaws are nearly 50 years old and this year members are asked to approve the first comprehensive remodel the document has undergone.

The Four-Fold Goals of the Amended and Restated Bylaws have been met:

- A. Improved organization.** Most revisions relate to the reorganization of the material, eliminating duplications, and consolidating topics under common headings to create a more logical structure that the reader can easily navigate.
- B. Increased clarity.** Ambiguities are resolved by providing definitions of capitalized terms and terminology is consistent throughout.
- C. Addressing omissions.** New provisions that are in the Arizona Nonprofit Corporation Act have been added to address subjects that are missing in the current Bylaws.
- D. Legal conformance:** Provisions have been brought into accordance with Arizona Revised Statutes that went into effect since the Bylaws were originally drafted.

These Amended and Restated Bylaws produce a sound governing foundation upon which future changes can be structured. Completing this deferred maintenance now will reduce the cost and time required to keep the document up to date in the future.



Green Valley Recreation, Inc.

Board of Directors Meeting

Appointment of Chair to Ad Hoc Committee

Prepared By: Nanci Moyo, Administrative Supervisor	Meeting Date: January 26, 2022
Presented By: Mike Zelenak	Consent Agenda: No

<p>Originating Committee / Department: President of the Board of Directors</p>
<p>Action Requested: Appointment of President Mike Zelenak to Chair the Communication Ad Hoc Committee.</p>
<p>Background Justification: The Board approved the formation of a Communication Ad Hoc Committee at the December 15, 2022, Regular Meeting.</p> <p>The general purpose of the Committee is to consider advertising and other revenue-producing opportunities to expand non-dues revenue streams that will reduce GVR’s reliance on membership dues and will enhance GVR’s relationship with area community groups and nonprofit organizations, and make recommendations to the Board.</p>
<p>Recommended Motion: Move to approve the appointment of Mike Zelenak to Chair the Communication Ad Hoc Committee.</p>
<p>Attachments: Questions to the CEO from the Ad Hoc Committee dated January 21, 2022 Staff Report and Market Analysis Exhibit from April 28, 2021 BOD Meeting</p>

Questions received on January 21, 2022, in an email to CEO Scott Somers

- May we see the Strategic Communications Plan that was promised at the April board meeting?
- You mentioned that the financial analysis presented in April was, in my interpretation, “quick and dirty”. Please do a thorough incremental project analysis, and explain why a project with a 30%+ contribution even including overhead fixed costs was deemed “not worth it”.
- What avenues of non-dues revenue have been pursued to replace advertising revenue?
- The cost of producing the advertising in GVRNow! was characterized as an opportunity cost. Please identify what work/projects were completed instead of the work done on GVRNow! ads.
- What is the cost of producing GVRNow! in its current format? I.e., printing (including ink if printed inhouse), time spent on layout, etc. Since layout was noted as a big problem, please compare the time spent on layout previously vs. now.
- What was the “circulation”(i.e., number of copies printed vs. number picked up, or some other measure) of GVRNow! previously – is it available by month? If so, please compare to the new format by month.
- What was being done for local nonprofits in the past that is not being done now that caused concern by the Greater Green Valley Community Foundation?



Green Valley Recreation, Inc.
Board of Directors Meeting

Prepared By: Natalie Whitman,
 Communications Manager

Meeting Date: 4/28/21

Presented By: Natalie Whitman,
 Communications Manager

Consent Agenda: No

Originating Committee / Department: Communications

Action Requested: Determine whether or not to continue GVR's current advertising program.

Strategic Plan Focus Area: Revenue generation

Background Justification:

In a March 17, 2021 Work Session, the Board discussed an analysis of the GVR advertising program and directed staff to look into retaining some elements of the program, namely sponsorships by relevant businesses (ie. a Penn tennis sponsorship and associated banners on the court fences) and other sports court banner advertising.

GVR's approximately six year-old program was initiated to generate non-dues revenue to support operations. Over the past four years, average net profits of the full program are estimated at \$28,224. Currently, sports court banner revenues represent approximately \$6,600 of total program income.

In seven of nine "Chat with the CEO" meetings, members expressed a need for improved communications from GVR.

Pros of the program:

- Modest revenue stream
- Some trades have been valuable: KGVY provides informative radio spots in exchange for a sports court banner and an eblast banner
- Possibly supporting community businesses by providing an affordable advertising option

Cons:

-Banner ads on the website and in the eblast distract from the content and invite members to leave GVR's informational and marketing materials to view other business's marketing materials. In the eblast, the addition of banner ads pushes information of interest to members down the page.

-Repeated advertising of this nature may be perceived as endorsement of certain businesses.

-The *GVR Now!* print publication has become primarily an advertising channel, with meaningful GVR-related content as a secondary consideration. Agreements with advertisers constrain GVR's flexibility with the production schedule and the amount of content we might prefer to publish from month to month.

-A large number of staff are involved: sales, accounting, graphic design, communications, IT, customer service, and facilities. The accumulated opportunity cost is significant.

-The sports court banner portion of the program generates little income

Fiscal Impact: See attached marketing analysis prepared by Finance Department.

Board Options:

1. Curtail current program. Continue select trades with high value (namely, with KGVY). Revisit sponsorship possibilities at a later date.
2. Direct the CEO to allocate staffing resources to continue the program.

Staff Recommendation:

Option #1

Recommended Motion:

I motion to discontinue GVR's current advertising program but direct staff to revisit sponsorship possibilities at a later date when higher-priority, member-requested communications improvements have been established.

Attachments:

Marketing analysis

Exhibit 6.D

GVR Marketing Department Analysis									
	2016	2017	2018	2019	2020	5 Year Total	5 Year Average	4 Year Average	Comment
Advertising Revenue (4091)	<u>\$ 30,870</u>	<u>\$ 59,550</u>	<u>\$ 108,861</u>	<u>\$ 129,559</u>	<u>\$ 123,872</u>	<u>\$ 452,712</u>	<u>\$ 90,542</u>	<u>\$ 105,461</u>	
Printing Costs			\$ 16,063	\$ 35,563	\$ 31,050	\$ 82,676	\$ 16,535	\$ 27,559	FULL COST OF PRINTING GVRNOW (if Advertising is eliminated, does the GVRNow cost disappear?)
Other Advertising Costs					\$ 326	\$ 326	\$ 65	\$ 326	
Professional Fees	\$ 434	\$ 673	\$ 19,818	\$ 51,500	\$ 29,539	\$ 101,965	\$ 20,393	\$ 25,383	LYNDA CAMPBELL COMMISSIONS
Wages & Benefits	\$ 29,644	\$ 19,694	\$ 4,724	\$ 4,820	\$ 17,471	\$ 76,353	\$ 15,271	\$ 11,677	ALL POSITIONS, FOLLOWING STAFF:
Other Expenses	\$ 2,132	\$ 4,650	\$ 23,299	\$ 10,433	\$ 7,770	\$ 48,284	\$ 9,657	\$ 11,538	CC FEES, CELL, A RIBLETT MILEAGE, S FREEMAN OTHER PRINTING M GARCIA M CHAPDELAIN B RIVETT
Expenses	<u>\$ 32,210</u>	<u>\$ 25,017</u>	<u>\$ 63,904</u>	<u>\$ 102,317</u>	<u>\$ 86,156</u>	<u>\$ 309,604</u>	<u>\$ 61,921</u>	<u>\$ 69,349</u>	
Direct Profit (Loss)	\$ (1,340)	\$ 34,533	\$ 44,957	\$ 27,242	\$ 37,716	\$ 143,108	\$ 28,622	\$ 36,112	
Plus Savings for Average Cost to publish in GV News	\$ 2,803	\$ 2,845	\$ 2,888	\$ 2,931	\$ 2,975	\$ 14,442	\$ 2,888	\$ 2,910	Estimate based on HISTORICAL cost to place insert in GV News many years ago
Total Direct Profit	<u>\$ 1,463</u>	<u>\$ 37,378</u>	<u>\$ 47,845</u>	<u>\$ 30,173</u>	<u>\$ 40,691</u>	<u>\$ 157,549</u>	<u>\$ 31,510</u>	<u>\$ 39,022</u>	

This is a marginal analysis to determine the bottom line effect that Marketing activities have on GVR

No Fixed Overhead has been applied above,

Examples of Overhead items not included:

GVR Now, non advertising labor	3,159	estimated non direct overhead
Accounting Overhead (AP Checks, Deposit processing, general bookkeeping)	1,123	estimated non direct overhead
Business Insurance	1,818	estimated non direct overhead
Office supplies (minimal)	240	estimated non direct overhead
Office space costs (minimal)	2,000	estimated non direct overhead
Other Administrative Labor (Management, Administration Allocation)	2,457	estimated non direct overhead
Total Estimated Non Direct Advertising Costs	<u>10,797</u>	

Net Profit to GVR after allocating Non Direct Costs \$ 28,224



Green Valley Recreation, Inc.
Board of Directors Meeting

Resolution for GVR Support for Foundation Games

Prepared By: Nanci Moyo, Administrative Supervisor **Meeting Date:** January 26, 2022
Presented By: President Mike Zelenak **Consent Agenda:** No

Originating Committee / Department: President of the Board of Directors
Action Requested: Approve Resolution for GVR support of the Foundation Games over the next five years as specified in the Resolution.
Strategic Plan Goal #1: Provide excellent facilities for members to participate in a variety of active and social opportunities
Background Justification: The Greater Green Valley Community Foundation and the GVR Foundation have a signed agreement with the GVR Pickleball Club to host yearly Foundation Games for five years beginning October 2022. Four national Pickleball Pros will conduct 8 clinics and 2 exhibitions over two days for the public, followed by a three-day pickleball tournament, which are all open to the public and will be marketed locally, regionally and nationally. This type of publicity will be great marketing for GVR and the Green Valley Community. The maximum attendance for the exhibitions will be 500 and the tournament itself will be 650.
Fiscal Impact: Staff time and supplies.
Recommended Motion: Move to Approve the Resolution that GVR will support the Foundation Games for the next five years by providing custodial, facility, communication, and equipment resources necessary to ensure the smooth and effective operation of said games.
Attachments: Resolution

Green Valley Recreation, Inc.
January 2020 Board Meeting Resolution

Green Valley Recreation's Kent J. Blumenthal Pickleball Complex is the recipient of the American Sports Builders Association 2020 Distinguished Facilities- Outdoor Pickleball Courts Award. This 24-court complex is the largest pickleball sports facility in Southern Arizona. The GVR Pickleball Club boasts the largest club membership with approximately 1000 paid members. Additionally, many GVR members who are not members of the club also use the courts. Pickleball is the fastest growing sport in the nation and the growth seen at GVR is amazing.

To see the completion of the courts, the GVR Pickleball Club worked with the GVR Foundation to raise \$377,455 from 534 contributors in just 2 months. Generous grants from the Freeport McMoRan Foundation (\$50,000) and the Greater Green Valley Community Foundation and GVR Foundation (\$25,000 each) are included in the final donation tally.

The Greater Green Valley Community Foundation and the GVR Foundation have a signed agreement with the GVR Pickleball Club to host yearly Foundation Games for five years beginning October 2022. Four national Pickleball Pros will conduct 8 clinics and 2 exhibitions over two days for the public, followed by a three-day pickleball tournament, which are all open to the public and will be marketed locally, regionally and nationally. This type of publicity will be great marketing for GVR and the Green Valley Community. The maximum attendance for the exhibitions will be 500 and the tournament itself will be 650.

Based on this background information, I would ask for the following resolution to be passed by the GVR Board:

GVR will support the Foundation Games for the next five year by providing custodial, facility, communication, and equipment resources necessary to ensure the smooth and effective operation of said games.



Green Valley Recreation, Inc.

Board of Directors

Request for Unanimous Consent

Prepared By: David Webster, CFO
and Donna Coon, FAC Chair

Meeting Date: Jan 26, 2022

Presented By: David Webster, CFO and Donna Coon, FAC Chair **Consent Agenda:** No

Originating Committee / Department: FAC/Finance
Action Requested: Approve the transfer of \$998,490 from excess Operating Cash to the Initiative Reserve.
Strategic Plan Goal: Goal 4: Cultivate and maintain a sound financial base that generates good value for our members.
Background Justification: At the Dec 21 st FAC meeting the Fiscal Affairs Committee passed the following motion: Fiscal Affairs Committee approves and forwards to the Board of Directors a recommendation to transfer \$998,490 from the Operating Investment Account to the Initiative Reserve. This represents excess Operating Cash for 2021 based on the November Financials. To assist with meeting Investment Policies, the funds should be moved by Dec 31, 2021. This movement of funds is based on using the recently approved surplus calculation documented in the CPM - Section V FISCAL/ACCOUNTING, subsection 3 – Operating Cash Policy.
Fiscal Impact: Transferring the excess Operating Cash to the Initiative Reserve will earn Investment income and it will be available for future capital projects.
Board Options: 1) Unanimous consent for the Recommended Motion.
Staff Recommendation: Option 1
Recommended Motion: Move that the Board of Directors approve the recommendation of the Fiscal Affairs Committee to authorize staff to complete the transfer of \$998,490 from the Operating Cash Investment Account to the Initiative Reserve.
Attachments: Calculation of Excess Operating Cash 2021– based on Daily Average Cash Required

GVR
 Calculation of Excess Operating Cash 2021
 Based on Daily Average Cash Required
2021

Total Budgeted Expenses	\$ 11,196,453
Subtract Depreciation	\$ (1,810,173)
Subtract MRR Expenses	\$ (259,034)
Add Non Reserve Capital Purchases	\$ 205,000
Subtract Investment Expenses	\$ (82,792)
Add MRR Funding	\$ 1,048,192
Add MRRB Funding	\$ 169,553
Add Initiatives Funding	\$ 507,315
Add Other Non Cash Adjustments	
Bad Debt Expense	<u> </u>
 Total Cash Requirements	 \$ 10,974,514
 Days	 <u> 365</u>
 Actual Daily Cash Requirements	 <u>\$ 30,067</u>
 Total Cash Requirements	 \$ 10,974,514
 Subtract cash transfer to MRR	 <u>\$ (1,048,192)</u>
 Adjusted Cash Required	 \$ 9,926,322
 Days	 <u> 365</u>
 Adjusted Cash Required	 \$ 27,195
 Minimum Days	 <u> 90</u>
 Total GVR Cash Required for 90 Days	 \$ 2,447,586
 Actual Low Point (Nov 2021)	 \$ (3,733,973)
 Less PACF & Grant	 <u>\$ 287,896</u>
 Over	 <u>\$ (998,490)</u>