



AGENDA

BOARD OF DIRECTORS SPECIAL MEETING

Friday, March 4, 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), Gary Austin, Kathi Bachelor, Carol Crothers, Christine Gallegos, 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. New Business			
A. Review CPM Parts 2 - 10, excluding Part 5	Campfield	Y	Y
4. Member Comments - (Limited to two (2) minutes)			
5. Adjournment			



Green Valley Recreation, Inc.

Board of Directors Special Meeting**Approve CPM Amendments, Parts 2 - 10,
Excluding Part 5**

Prepared By: Nanci Moyo, Administrative Supervisor **Meeting Date:** March 4, 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 presented by BAC have been approved by legal counsel.

The BAC recommends the board approves Part 2 – 10, excluding Part 5. Part 5 has no changes that have not already been approved by the board..

Motion:

Move that Parts 2 – 10, excluding Part 5 of the amended CPM be approved.

Strategic Plan Focus Area:

Goal 5 – Good Governance

Attachments:**Redlined Versions:**

CPM Part 10 Miscellaneous
 CPM Part 9 Human Resources
 CPM Part 8 Risk Management
 CPM Part 7 Communications
 CPM Part 6 GVR Programs and Clubs
 CPM Part 4 CEO
 CPM Part 3 Committees
 CPM Part 2 Board of Directors

Clean Version:

CPM Part 10 Miscellaneous
CPM Part 9 Human Resources
CPM Part 8 Risk Management
CPM Part 7 Communications
CPM Part 6 GVR Programs and Clubs
CPM Part 4 CEO
CPM Part 3 Committees
CPM Part 2 Board of Directors

Revision Notes:

CPM Part 10 Miscellaneous
CPM Part 9 Human Resources
CPM Part 8 Risk Management
CPM Part 7 Communications
CPM Part 6 GVR Program and Clubs
CPM Part 4 CEO
CPM Part 3 Committees
CPM Part 2 Board of Directors

PART 10 MISCELLANEOUS

SECTION 1 -PETITIONS FOR BOARD CANDIDATES AND PROPOSED BYLAW AMENDMENTS

10.1.1 Petition Process

1. Petitioning Member will contact the Director of Administrative Services (or designated staff member) at Administrative Offices to review the process and will sign, in the presence of that staff member, the Statement of Agreement. The Statement indicates that the petitioner has read and agrees to the petition process contained in this section of the CPM for the handling of petitions.
2. All petitions shall be on the proper form available from the Director of Administrative Services. After the form has been signed and witnessed by the Chief Executive officer or designee, the petitioner may make multiple copies of the form and shall pre-number each. The petitioner may then begin obtaining signatures with addresses, and GVR numbers.
3. Signatures may be collected on GVR properties, but not in dedicated club spaces, nor in auditoriums during GVR-sponsored events, concerts or performances. Petitioners are reminded to be respectful of members.

10.1.2. Requirements for Signatures

1. Signatures on the petition shall be made in the presence of the petitioner or their designee.
2. As with voting, ~~only one (1) signature for in the event that more than one (1) signature is cast for a particular GVR property will be counted, none of the signatures from that property shall be counted.~~
3. After the required number of signatures is collected, the Petition forms shall be returned for validation to the Secretary of the Corporation at GVR Administrative Offices.
4. After validation is complete, the petitioner will be notified as to whether the Petition ~~forms~~ meets the requirements for the matter to be placed on the ballot.
5. ~~All petitions must conform to GVR Bylaws and the Arizona Revised Statutes.~~

SECTION 2 - EXAMINATION OF CORPORATE DOCUMENTS

~~10.2.1. Authority~~

~~A GVR member may examine the corporate documents as provided by the Arizona Statutes.~~

10.2.2. Inspection of Records

~~Subject to the limitations set forth in Arizona law, T~~he books, records and papers of the Corporation shall, for specific and proper purpose, at all reasonable times during business hours be subject to examination by a GVR Member ~~regular member of The Corporation~~ upon written demand to the GVR Email Administrator. ~~Corporation) subject to any applicable confidentiality policy. GVR reserves the right to assess a fee for hard copies of documents requested by members. GVR will not create or generate reports that are not already prepared in the regular course of business kept in the Corporation's records.~~

10.2.3. Charge for Documents

A GVR member requesting copies of GVR documents-records will be ~~assessed a charge~~ charged at a per page rate determined by ~~the administration, but in accordance with Arizona Statutes,~~ with the exception of GVR Bylaws or any GVR free publications.

SECTION 3 - ~~MISTAKE OR TYPOGRAPHICAL ERRORS IN PRINTED MATERIAL IN THE CORPORATE POLICY MANUAL~~

- A. When a GVR member or employee discovers or is made aware of an apparent ~~mistake or~~ typographical error or other anomaly in the Corporate Policy Manual, that person is directed to forward that information to the ~~Chair,~~ Board Affairs Committee chairperson.
- B. Upon receipt of that information, the chairperson or Chair, ~~Board Affairs Committee,~~ or a Board Affairs Committee member designated by the Chairperson for such purpose, shall examine the reported error and:
 1. If the error in any way changes or confuses the intended meaning of the section, it shall be referred to the Board Affairs Committee. The Committee shall take appropriate corrective action.
 2. If the error does not alter or confuse the intended meaning of the section, the reviewing person shall forward the information to the Director of Administrative Services, who may cause the item to be

placed in a tickler file for corrective action to be taken the next time the page containing the error is otherwise revised.

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PART 10 MISCELLANEOUS

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3. After the required number of signatures is collected, the Petition forms shall be returned for validation to the Secretary of the Corporation at GVR Administrative Offices.
4. After validation is complete, the petitioner will be notified as to whether the Petition meets the requirements for the matter to be placed on the ballot.

SECTION 2 - EXAMINATION OF CORPORATE DOCUMENTS

10.2.2. Inspection of Records

Subject to the limitations set forth in Arizona law, the books, records and papers of the Corporation shall, for specific and proper purpose, at all reasonable times during business hours be subject to examination by a GVR

Member upon written demand to the GVR Email Administrator. GVR will not create or generate reports that are not kept in the Corporation's records.

10.2.3. Charge for Documents

A GVR member requesting copies of GVR records will be charged at a per page rate determined by administration with the exception of GVR Bylaws or any GVR free publications.

SECTION 3 - TYPOGRAPHICAL ERRORS

- A. When a GVR member or employee discovers or is made aware of an apparent typographical error or other anomaly in the Corporate Policy Manual, that person is directed to forward that information to the Board Affairs Committee chairperson.
- B. Upon receipt of that information, the chairperson or a Board Affairs Committee member designated by the chairperson for such purpose, shall examine the reported error and:
 - 1. If the error in any way changes or confuses the intended meaning of the section, it shall be referred to the Board Affairs Committee. The Committee shall take appropriate corrective action.
 - 2. If the error does not alter or confuse the intended meaning of the section, the reviewing person shall forward the information to the Director of Administrative Services, who may cause the item to be placed in a tickler file for corrective action to be taken the next time the page containing the error is otherwise revised.

Notes to Revisions to CPM – Part 10

Miscellaneous

Section 1 Petitions

10.1.2 Requirements for Signatures

2. Clarifies that only 1 signature per GVR property is allowed on petitions. Eliminates the rule that if there is more than one signature, all are voided, as there is no justification to invalidate all signatures (unlike an election where multiple paper ballots cannot be properly counted).
4. Clarifies language.
5. Neither Bylaws nor state law addresses form of petitions (this is the purpose of having this policy section).

Section 2 Examination of Corporate Documents

10.2.2 (should be 10.2.1) Inspection of Records

Combined with 10.2.1 to add statutory limitations (from deleted 10.2.1), clarified language, removed charges covered by 10.2.3.

10.2.3 (should be 10.2.2) Charge for Documents

There is no statute that addresses the charge for copying.

Section 3 Typographical Errors

Removed references to "mistake" and added "or other anomaly" to typographical errors.

PART 9

HUMAN RESOURCES

SECTION 1 - EMPLOYMENT PRACTICES MANDATES

9.1.1. Non-Discrimination Policy:

It is the policy of Green Valley Recreation, Inc. to treat all people with dignity, respect and equality regardless of age, race, color, and ancestry, country of origin, disability, ethnicity, marital status, family status, veteran status, gender, religion, sexual orientation or gender identity.

9.1.2. Non-Discrimination Practices

Green Valley Recreation, Inc. shall comply with all federal and Arizona statues pertaining to employment practices. Such compliance includes, but is not limited to:

1. Title VII of the Civil Rights Act of 1964, as amended
2. Age Discrimination in Employment Act of 1967, as amended
3. Equal Pay Act of 1963, as amended
4. Americans with Disabilities Act of 1990, as amended
5. Family and Medical Leave Act of 1993
6. Occupational Safety and Health Act of 1970
7. Fair Labor Standards Act
8. Immigration and Control Act of 1986

SECTION 2 - CORPORATE PERSONNEL

9.2.1. Policy Statement

Green Valley Recreation works diligently to employ competent people from diverse backgrounds to work together. Fair and effective employment practices are the foundation for trust and open communication enabling GVR to best support employees in achieving personal and organizational objectives.

9.2.2. Equal Employment Opportunity Policy

A. General

Underlying the mission of Green Valley Recreation is a firm belief in the dignity of all people, which is actively affirmed through the *Green Valley Recreation Equal Opportunity Policy*, which strongly states its commitment to equal employment opportunity for applicants, employees at all levels and volunteers. Primary responsibility for implementation of this policy rests with the Chief Executive officer.

B. Policy

Green Valley Recreation in its employment policies and practices and in its public accommodations agrees to comply with all relevant and applicable federal, state, and local laws and regulations and standards relating to discrimination, biases and/or limitations based on age, race, color, ancestry, country of origin, disability, ethnicity, marital status, familial status, veteran status, gender, religion, sexual orientation or gender identity. This policy governs all aspects of employment, including recruitment and recruitment advertising, selection, job assignment, promotion, demotion, corrective actions, reduction-in-force, termination, compensation, selection for training and development, and all organization sponsored social and recreational activities.

SECTION 3 - MISCELLANEOUS

9.3.1. Volunteers

A. A volunteer is a person who performs a service for GVR without compensation.

~~**B.** Volunteers are covered under the GVR liability policy.~~

~~**C.B.** _____ Volunteers may be will be reimbursed compensated for their services by GVR for pre-authorized expenses, including mileage or other incentives.~~

9.3.2. GVR 401(K) Contribution Plan

GVR has a 401(K) Contribution Plan for the benefit of its employees.

9.3.3. Records Retention Policy

GVR will maintain all payroll and personnel records in an organized manner and ~~keep file these such~~ records in a safe and protected environment.

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Notes to Revisions to CPM – Part 9

Human Resources

Section 3 – Miscellaneous

9.3.1 Volunteers

Old B was moved to Part 8, Risk Management

New B – language clarified

9.3.3 Records Retention Policy

Language clarification

PART 8 RISK MANAGEMENT

SECTION 1 - GENERAL

8.1.1. Policy

GVR recognizes that good risk management is in the best interest of the organization and has assigned this responsibility to the Chief Executive officer as an operational issue. The objective is the effective risk management of property and casualty losses to which GVR is, or may be, exposed.

8.1.2 Disaster Recovery

A. Priorities

GVR's three main priorities in a disaster recovery situation shall be:

1. Protect and care for the people who are at the disaster site.
2. Protect all GVR assets located at the site.
3. Ensure business continuation as quickly and effectively as possible.

B. Disaster Manual

1. Staff shall maintain, and update as needed, a manual, located at all volunteer monitor locations, as a readily available method of effectively responding to a disaster affecting GVR and [the](#) surrounding community.
2. The manual provides a means for personnel to find correct information quickly and to adjust to a disaster.
3. The manual includes a plan for recovery from the effects of a disaster after the emergency has been addressed, to the point where all normal operational functions are restored.

C. Disaster Recovery Team

1. The Chief Executive officer has the prime responsibility for the creation and successful operation of the Disaster Recovery Team. The Chief Executive officer functions as the principal Public Information [O](#)fficer (PIO), who provides communications to media and membership regarding process, direction, and progress of recovery effort.
2. [A](#) Risk Management Committee shall be appointed by the Chief Executive officer. Members collectively shall have expertise in insurance, risk management, loss mitigation, [M](#)edical, contracts

and finance. Appointed GVR staff members shall include Buildings Services Manager, Chief Financial Officer and IT Director.

3. ~~The~~ Risk Management Committee has the responsibility to review relevant insurance policies ~~Corporate Insurance for adequateregarding~~ coverage.
4. The Disaster Recovery Team has primary responsibility of maintaining member services during a disaster. The Chief Executive officer shall coordinate with GVR Board when additional revenue, equipment, or staff is needed to fulfill this mission. The Chief Executive officer shall assist the Risk Management Committee with direction as to facilities and planning.

SECTION 2 - INSURANCE AND INDEMNIFICATION

8.2.1. Coverages

The Following Insurance Coverages Shall Be Maintained By The Corporation:

1. Property Insurance on Buildings and Contents
2. Business Interruption Insurance
3. General Liability
4. Electronic Data Processing
5. Crime, Employee Dishonesty and forgery
6. Automobile
7. Umbrella Liability
8. Directors and officers Liability
9. Employment Practices
10. Fiduciary Liability
11. Workers' Compensation

8.2.3. Volunteers and Members

GVR volunteers and members shall be listed as additional insureds in its general liability protection coverage.

8.2.34. Committee Members

Committee members shall be listed as additional insureds on the directors and officers liability policy.

SECTION 3—INDEMNIFICATION

8.32.15. Indemnification

The Corporation shall indemnify and hold harmless its officers, Directors, employees, and agents to the extent permitted by Arizona law.

SECTION 3 - FRAUD POLICY

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8.3.1. Scope of Policy

A. This policy is established to facilitate the development of controls that will aid in the detection and prevention of fraud against Green Valley Recreation, Incorporated (GVR). This policy applies to any irregularity, or suspected irregularity, involving employees as well as members, consultants, vendors, contractors, outside agencies doing business with employees of such agencies, and/or any other parties with a business relationship with GVR.

B. Staff are in the best position to detect and prevent fraud, misappropriations, and other irregularities within their area of responsibilities. Each member of the management team should be aware of the types of improprieties that might occur within his or her area of responsibility, and be alert for any indication of irregularity.

8.3.2. Actions Constitution Fraud

Fraudulent acts include the following:

- Any dishonest or fraudulent act
- Misappropriation of funds, securities, supplies, or other assets
- Impropriety in the handling or reporting of money or financial transactions
- Profiteering as a result of insider knowledge of GVR activities
- Disclosing confidential and proprietary information to outside parties
- Accepting or seeking anything of material value from contractors, vendors, or persons providing services/materials to GVR. Exception: gifts less than \$100 in value with authorization by a supervisor and in compliance with the GVR employee handbook.
- Destruction, removal, or inappropriate use of records, furniture, fixtures, and equipment; and/or
- Any similar or related irregularity

Irregularities concerning an employee's moral, ethical, or behavioral conduct do not fall within this Policy and should be reported to the Human Resources Manager.

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8.3.3. Reporting Procedures

An employee who discovers or suspects fraudulent activity will contact the CFO immediately or if the CFO is the individual allegedly involved in the activity, the CEO. The employee or other complainant will remain anonymous.

The reporting individual should be informed of the following:

- Do not contact the suspected individual in an effort to determine facts or demand restitution.
- Do not discuss the case, facts, suspicions, or allegations with anyone unless specifically asked to do so by GVR's legal counsel or the Human Resources Department.
- Do not attempt to personally conduct investigations or interviews/interrogations related to any suspected fraudulent act.

8.3.4. Investigative Responsibilities

The Human Resources Department has the primary responsibility for the investigation of all suspected fraudulent acts. In that effort, the Human Resources Department will have:

- Free and unrestricted access to all GVR records and premises, whether owned or rented; and
- The authority to examine, copy, and/or remove all or any portion of the contents of files, desks, cabinets, and other storage facilities on the premises without prior knowledge or consent of any individual who might use or have custody of any such items or facilities when it is within the scope of their investigation.

Any investigative activity required will be conducted without regard to the suspected wrongdoer's length of service, position/title, or relationship to GVR.

8.3.5. Confidentiality

A. The CEO, CFO and the Human Resources Department shall treat all information received confidentially. Investigation results will not be disclosed or discussed with anyone other than as directed by the CEO or the Human Resources Department. This is important in order to avoid damaging the reputations of persons suspected but subsequently found innocent of wrongful conduct and to protect GVR from potential civil liability.

B. All inquiries concerning the activity under investigation from the suspected individual, his or her attorney or representative, or any other inquirer must be directed to the Human Resources Department. No information concerning the status of an investigation will be given out. The proper response to any inquiries is: "I am not at liberty to discuss this matter." Under no circumstances should any reference be made to "the allegation," "the crime," "the fraud," "the forgery," "the misappropriation," or any other specific reference.

8.3.6. Results of Investigation

A. If the investigation substantiates that a fraudulent activity has occurred, the Human Resources Department shall notify the CEO. The CEO shall report the findings to the Board President and if appropriate, notify GVR's insurance carrier if there is a financial loss to GVR.

B. Decisions to prosecute or refer the examination results to the appropriate law enforcement and/or regulatory agencies for independent investigation will be made by the Board in consultation with GVR's legal counsel and CEO, as will final decisions on disposition of the case.

C. If an investigation results in a recommendation to terminate an individual, the recommendation will be reviewed for approval by the designated representatives from the CEO, the Human Resources Manager, and GVR's legal counsel and, if necessary, by outside counsel, before any such action is taken.

8.3.7. Administration

The CEO is responsible for the administration and application of this policy. The CFO, in conjunction with the Human Resources Department, shall perform an annual assessment and evaluation of the risk of fraud and report the findings thereof to the CEO and GVR's Board of Directors.

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PART 8

RISK MANAGEMENT

SECTION 1 - GENERAL

8.1.1. Policy

GVR recognizes that good risk management is in the best interest of the organization and has assigned this responsibility to the Chief Executive officer as an operational issue. The objective is the effective risk management of property and casualty losses to which GVR is, or may be, exposed.

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3. The manual includes a plan for recovery from the effects of a disaster after the emergency has been addressed, to the point where all normal operational functions are restored.

C. Disaster Recovery Team

1. The Chief Executive officer has the prime responsibility for the creation and successful operation of the Disaster Recovery Team. The Chief Executive officer functions as the principal Public Information Officer (PIO), who provides communications to media and membership regarding process, direction, and progress of recovery effort.
2. A Risk Management Committee shall be appointed by the Chief Executive officer. Members collectively shall have expertise in insurance, risk management, loss mitigation, medical, contracts and

- finance. Appointed GVR staff members shall include Buildings Services Manager, Chief Financial Officer and IT Director.
3. The Risk Management Committee has the responsibility to review relevant insurance policies regarding coverage.
 4. The Disaster Recovery Team has primary responsibility of maintaining member services during a disaster. The Chief Executive officer shall coordinate with GVR Board when additional revenue, equipment, or staff is needed to fulfill this mission. The Chief Executive officer shall assist the Risk Management Committee with direction as to facilities and planning.

SECTION 2 - INSURANCE AND INDEMNIFICATION

8.2.1. Coverages

The Following Insurance Coverages Shall Be Maintained By The Corporation:

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9. Employment Practices
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11. Workers' Compensation

8.2.3. Volunteers and Members

GVR volunteers and members shall be listed as additional insureds in its general liability protection coverage.

8.2.4. Committee Members

Committee members shall be listed as additional insureds on the directors and officers liability policy.

8.2.5. Indemnification

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SECTION 3 - FRAUD POLICY

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Fraudulent acts include the following:

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- Disclosing confidential and proprietary information to outside parties
- Accepting or seeking anything of material value from contractors, vendors, or persons providing services/materials to GVR. Exception: gifts less than \$100 in value with authorization by a supervisor and in compliance with the GVR employee handbook.
- Destruction, removal, or inappropriate use of records, furniture, fixtures, and equipment; and/or
- Any similar or related irregularity

Irregularities concerning an employee's moral, ethical, or behavioral conduct do not fall within this Policy and should be reported to the Human Resources Manager.

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An employee who discovers or suspects fraudulent activity will contact the CFO immediately or if the CFO is the individual allegedly involved in the activity, the CEO. The employee or other complainant will remain anonymous.

The reporting individual should be informed of the following:

- Do not contact the suspected individual in an effort to determine facts or demand restitution.
- Do not discuss the case, facts, suspicions, or allegations with anyone unless specifically asked to do so by GVR's legal counsel or the Human Resources Department.
- Do not attempt to personally conduct investigations or interviews/interrogations related to any suspected fraudulent act.

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The Human Resources Department has the primary responsibility for the investigation of all suspected fraudulent acts. In that effort, the Human Resources Department will have:

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- The authority to examine, copy, and/or remove all or any portion of the contents of files, desks, cabinets, and other storage facilities on the premises without prior knowledge or consent of any individual who might use or have custody of any such items or facilities when it is within the scope of their investigation.

Any investigative activity required will be conducted without regard to the suspected wrongdoer's length of service, position/title, or relationship to GVR.

8.3.5. Confidentiality

A. The CEO, CFO and the Human Resources Department shall treat all information received confidentially. Investigation results will not be disclosed or discussed with anyone other than as directed by the CEO or the Human Resources Department. This is important in order to avoid damaging the reputations of persons suspected but subsequently found innocent of wrongful conduct and to protect GVR from potential civil liability.

B. All inquiries concerning the activity under investigation from the suspected individual, his or her attorney or representative, or any other inquirer must be directed to the Human Resources Department. No information concerning the status of an investigation will be given out. The proper response to any inquiries is: "I am not at liberty to discuss this matter." Under no circumstances should any reference be made to "the allegation," "the crime," "the fraud," "the forgery," "the misappropriation," or any other specific reference.

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A. If the investigation substantiates that a fraudulent activity has occurred, the Human Resources Department shall notify the CEO. The CEO shall report the findings to the Board President and if appropriate, notify GVR's insurance carrier if there is a financial loss to GVR.

B. Decisions to prosecute or refer the examination results to the appropriate law enforcement and/or regulatory agencies for independent investigation will be made by the Board in consultation with GVR's legal counsel and CEO, as will final decisions on disposition of the case.

C. If an investigation results in a recommendation to terminate an individual, the recommendation will be reviewed for approval by the designated representatives from the CEO, the Human Resources Manager, and GVR's legal counsel and, if necessary, by outside counsel, before any such action is taken.

8.3.7. Administration

The CEO is responsible for the administration and application of this policy. The CFO, in conjunction with the Human Resources Department, shall perform an annual assessment and evaluation of the risk of fraud and report the findings thereof to the CEO and GVR's Board of Directors.

Notes to Revisions to CPM – Part 8

Risk Management

Section 1 – General

8.1.2 Disaster Recovery

C. Disaster Recovery Team – minor grammatical improvements

Section 2 – Insurance and Indemnification

8.2.1 Coverages

Added Workers' Compensation

8.2.5 Indemnification

Moved Indemnification into Section 2

Section 3 – Fraud Policy

Add Fraud Policy, which has already been approved by the board.

PART 7 COMMUNICATIONS

SECTION 1 - POLICIES

7.1.1. General

As an integral part of the greater Green Valley, Arizona community, Green Valley Recreation, Inc. (GVR) strives to maintain open and transparent communications in order to foster good relations with its members, news organizations, and the general public.

To this end, GVR uses several communication vehicles to provide news, information and updates. These vehicles include, but are not limited to:

1. a monthly newsletter
2. an electronic, email newsletter
3. an email address for the Board and an email address for general inquiries
4. websites and apps
5. timely postings of Board and Committee meeting agendas and materials and subsequent meeting minutes
6. social media

Because GVR is a private corporation, it is not subject to the same laws that govern municipalities, such as open meeting statutes or laws that protect freedom of speech and freedom of assembly. GVR is under no obligation to publicly disclose all information about the organization and may keep certain information relating to its members, employees and its operations confidential. All GVR directors, employees, and volunteers are required to abide by GVR's confidentiality policies.

~~C. GVR email Administrator~~

~~The CEO or CEO designee shall serve as GVR Email Administrator and shall have the following responsibilities with respect to email sent to the GVR Director Email Address:~~

- ~~1. Responding to member emails requesting general information or forwarding same to the appropriate GVR administrative staff member;~~
- ~~2. Acknowledging receipt of all other member emails and forwarding same to the GVR Board President for review and response; and~~

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~~3. Archiving email messages.~~

D. Prohibited Email Communications

The following email communications are strictly prohibited:

- ~~1. Messages containing offensive language, including, but not limited to, defamatory, racist or obscene remarks;~~
- ~~2. Messages intended to or that would cause a reasonable person to be alarmed, annoyed or harassed;~~
- ~~3. Messages containing an attachment that is from someone other than the member sending the email;~~
- ~~4. Any attempt to disguise the sender's identity or an email with an anonymous sender;~~
- ~~5. Potentially damaging messages including, but not limited to mass or commercial messages, spam, and messages containing viruses; and~~
- ~~6. Messages concerning GVR business and/or operations addressed to a GVR Director's personal email account.~~

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A. 7.1.2 EXTERNAL COMMUNICATIONS

A. Public Information Officer (PIO) as Point of Contact

To ensure the orderly release of accurate and consistent information to the general public and news media, GVR's Chief Executive officer (CEO) shall serve as the official Public Information officer (PIO) for the Corporation [See *GVR Corporate Policy Manual (CPM)*, Section VII-Chief Executive officer] or may delegate such responsibility. The PIO shall be the single point of contact for inquiries from non-members (the general public) and news media. Other GVR staff, as appropriate, may field inquiries from current or prospective GVR members. All public and media inquiries shall be directed to the designated PIO spokesperson, who shall consult with senior managers, if necessary, to confirm information prior to release. The CEO shall approve in advance all press releases. This process ensures that the release of information to the general public and news media is consistent with GVR's governing documents and policies and helps to prevent misunderstandings, misinterpretations, and confusion.

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B. Information Prohibited from Public Release

GVR protects the confidentiality of certain information in conformance with its governing documents and applicable laws. For

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this reason, GVR will not release information nor comment on the following:

- a. ~~Confidential~~ Member information ~~and records~~
- b. Employment records and employees' personal information
- c. Privileged information between the corporation and its legal counsel
- d. Information related to pending litigation
- e. Any information that was made available in an Executive Session of the Board of Directors
- f. Any information prohibited from public release by local, state or federal laws
- g. Any information in which public disclosure would not be in the best interest of the Corporation

3- **C. Correction of Inaccurate Information**

GVR will take steps to correct inaccurate information published or reported by external media about the Corporation as soon as reasonably practicable after its discovery. Such steps may include a request for a correction to be published and/or a written opinion piece submitted to the media outlet. The nature and seriousness of the misinformation shall be considered in determining the most appropriate course of action.

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4- **D. Media & Public Access**

As a private, nonprofit 501 (c)(4) organization, GVR is obligated to ensure that only authorized members, guests, and visitors are allowed access to its facilities and programs in conformance with its Bylaws. ~~For this reason, the Corporation may deny the use of its facilities to any outside group that, in its judgment, does not further the interests of GVR and its members.~~ GVR may ~~also~~ deny requests for access or information by news organizations if it is determined that the nature of the visit or inquiry is not in the best interest of the Corporation and/or its members.

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5- **E. Media Access**

Members of the news media may request access to GVR, its members, clubs and programs for the purpose of developing news items subject to certain restrictions. GVR has an obligation to protect the privacy of its members without intrusion or disruption of their visits to or utilization of our facilities.

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Media representatives (e.g. reporters) are also welcome to attend members-only functions held on GVR property (such as GVR club events) or events hosted by outside groups that are renting GVR facilities if they have been invited to such events. Media representatives shall notify GVR in advance if they wish to attend non-public events to which they have not received an invitation from GVR or the event’s host such as GVR classes, and all other activities at any GVR facility (including meeting rooms, sports courts, fitness centers and pools/spas).

Media representatives shall be required to provide the general nature of the visit, who they wish to interview, and which facility they wish to visit. A GVR employee may be designated to accompany the media representative to the event. ~~GVR reserves the right to deny the request if it is determined that the nature of the visit is not in the best interests of the Corporation and/or its members.~~

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For the safety and privacy of members and employees, still or video photography at private events is prohibited without prior written approval from GVR and signed waivers from every individual whose image is photographed or videoed.

F. Media Coverage of Public Events

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News organizations are welcome to attend any program or event at GVR that is open to the general public and community upon payment of the regular admission fee, if any, or with a complimentary ticket if provided by GVR. Examples of public events include live performances, annual Health Fair, annual Artisans Fair, GVR Foundation’s Southern Arizona Senior Games, lecture series, GVR Center open houses and ceremonial dedications.

G. Media Access to GVR Clubs

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GVR sanctions various clubs, many of which use GVR’s facilities for their meetings and activities, and some of which have designated spaces for their club’s use. As a courtesy, media representatives who wish to access GVR property to visit a GVR club shall notify the PIO of their visit and its nature. If a GVR Club has invited media representatives to visit their club or attend an event, the club is required to notify the PIO of such visit.

Media representatives invited to GVR facilities by a GVR club are subject to the same rules and regulations as other GVR guests.

Clubs officers shall be responsible for ensuring that media representatives comply with such rules and regulations and ensuring the accuracy of any information provided to them.

8. **H. Media Requests for Information – Media Inquiries**

GVR wishes to maintain its relationships with media outlets and will respond to any request for information deemed to be in the best interests of the Corporation and its members as determined by the PIO. Requests for information from media will be considered on a case-by-case basis, depending on the nature of the request.

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9. **7.1.3 MEMBER COMMUNICATIONS**

Communications with GVR members are intended to keep members informed of news and information, and shall be accurate, truthful, transparent and timely. Members are encouraged to attend GVR governance meetings to become and remain informed.

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10. **A. Response to Member Communications Sent to Staff**

Any written, emailed, or telephone communications received by staff from members that are deemed to be of a serious nature shall be forwarded to the CEO who, at his/her discretion, may consult with the Board President prior to authorizing a response.

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GVR will not respond to anonymous, obscene, harassing, belligerent or threatening communications received from any individual.

11. **B. Response to Member Communications Sent to the Board of Directors**

Member suggestions made at Board of Directors Meetings or sent to the Board via email or other means may be referred to the chair of an appropriate committee for consideration.

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12. **C. Member Comments at GVR Board of Director Meetings**

Members are welcome and encouraged to attend regular monthly meetings of the GVR Board of Directors and are permitted to address the Board at designated times during the meetings. (See *Section VI Board/Board Committees, Subsection 3 Board Meetings B. Protocol and Conduct for Board Meetings*).

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SECTION 2 - EMAIL AND SOCIAL MEDIA

7.2.1 GVR Email Administrator

The CEO or CEO designee shall serve as GVR Email Administrator and shall have the following responsibilities with respect to email sent to the GVR Director Email Address:

1. Responding to member emails requesting general information or forwarding same to the appropriate GVR administrative staff member;
2. Acknowledging receipt of all other member emails and forwarding same to the GVR Board President for review and response; and
3. Archiving email messages.

4. 7.2.2-Email Communications with Members

GVR communicates via email with members to respond to inquiries and to provide news and information to the membership. The CEO or CEO's designee(s) shall serve as GVR Email Administrator and is responsible for responding to email correspondence from GVR members and/or forwarding the communication to the appropriate staff for response.

a. A. General Email

GVR has established and frequently monitors a general email box (Hotline@gvrec.org) for members to use to make comments or ask questions and which is posted on the GVR website and included in each eBlast and newsletter. The Email Administrator is responsible for monitoring this email box and responding to member emails or forwarding them to the appropriate employee for response. Emails received from members shall be saved and archived by staff as designated by the CEO.

b. B. GVR Email Updates

GVR has an electronic newsletter (e.g. eBlast) that is sent to subscribers who must "opt in" and agree to receive such email communications. GVR respects the privacy of its members and subscribers, and does not rent, sell, or share subscriber's names, information or contact information, including email addresses.

e. C. GVR Board of Directors Email Policy

~~To facilitate communications among GVR Board Directors, GVR's Board-approved "Email Policy" provides each member of the~~

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~~Board of Directors with an official GVR email address, which is to be used solely for governance-related communications between Board members and GVR staff only.~~

A generic email address for members to communicate electronically with the Board of Directors (board@gvrec.org) is posted on the GVR website and published in each GVR Now! Newsletter. Emails addressed to the Board shall be reviewed by the CEO and the designated GVR Email Administrator who shall archive all such email messages, forward them to the Board President, and copy other Directors. Any director who receives a communication in a personal non-GVR email account that concerns GVR business and/or Board matters shall forward same to the CEO for review and if appropriate, archiving by the GVR Email Administrator.

The Secretary of the Board of Directors is authorized to determine where the subject of an email should be dealt with, i.e., which committee or Board meeting, and to respond to member emails that request a response.

~~It is the policy of the GVR Board of Directors that individual Board members shall not use email to discuss, debate, or make policy or operational practice statements related to GVR whether in response to a member's comments or for any other purpose except as may be specifically authorized by the Board.~~

7.2.3 Prohibited Email Communications

The following email communications are strictly prohibited:

1. Messages containing offensive language, including, but not limited to, defamatory, racist or obscene remarks;
2. Messages intended to or that would cause a reasonable person to be alarmed, annoyed or harassed;
3. Messages containing an attachment that is from someone other than the member sending the email;
4. Any attempt to disguise the sender's identity or an email with an anonymous sender;
5. Potentially damaging messages including, but not limited to mass or commercial messages, spam, and messages containing viruses; and
6. Messages concerning GVR business and/or operations addressed to a GVR Director's personal email account.

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7.2.4 Board of Directors Email Policy – (updated September 25, 2018)

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To facilitate communications among GVR Board Directors, GVR's Board-approved "Email Policy" provides each member of the Board of Directors with an official GVR email address, which is to be used solely for governance-related communications between Board members and GVR staff only.

E.

~~GVR shall maintain a password-protected generic email account ("GVR Director Email Address") which shall serve as the sole means of email communication between members and GVR Directors relating to GVR business and/or operations.~~ The GVR Director Email Address shall be posted on the GVR website and may be published in GVR publications and Members will be directed to communicate to Directors via the GVR Director Email Address. ~~Directors shall be assigned an email address by GVR which they shall use for all email communications relating to GVR business and/or operations between each other and/or GVR staff.~~

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~~The Secretary of the Board of Directors is authorized to determine where the subject of an email should be dealt with, i.e., which committee or Board meeting, and to respond to member emails that request a response.~~

It is the policy of the GVR Board of Directors that individual Board members shall not use email to discuss, debate, or make policy or operational practice statements related to GVR whether in response to a member's comments or for any other purpose except as may be specifically authorized by the Board.

5. Prohibited Email Communications

~~The following email communications by GVR's Directors, members, employees, and volunteers are strictly prohibited:~~

- ~~a. Messages containing offensive language, including, but not limited to, defamatory, racist or obscene remarks~~
- ~~b. Messages intended to or that would cause a reasonable person to be alarmed, annoyed or harassed~~
- ~~c. Messages containing an attachment that is from someone other than the member sending the email~~

- ~~d. Any attempt to disguise the sender's identity or an email with an anonymous sender~~
- ~~e. Potentially damaging messages, including but not limited to, mass or commercial messages, spam, and messages containing viruses~~
- ~~f. Messages concerning GVR business and/or operations addressed from a GVR Director's personal email account~~
- ~~g. Personal emails using a GVR email account~~

€ **7.2.5 ELECTRONIC & SOCIAL MEDIA**

GVR may utilize electronic and social media sites (e.g. Facebook™, Twitter™, etc.) to share information on the Corporation's activities and events and for any other purpose related to GVR business. To the extent that such media sites allow individuals to post replies and comments, GVR reserves the right to limit and/or remove, at its sole discretion, any reply or comment it deems offensive or contrary to the interests of the Corporation or its members.

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PART 7 COMMUNICATIONS

SECTION 1 - POLICIES

7.1.1. General

As an integral part of the greater Green Valley, Arizona community, Green Valley Recreation, Inc. (GVR) strives to maintain open and transparent communications in order to foster good relations with its members, news organizations, and the general public.

To this end, GVR uses several communication vehicles to provide news, information and updates. These vehicles include, but are not limited to:

1. a monthly newsletter
2. an electronic, email newsletter
3. an email address for the Board and an email address for general inquiries
4. websites and apps
5. timely postings of Board and Committee meeting agendas and materials and subsequent meeting minutes
6. social media

Because GVR is a private corporation, it is not subject to the same laws that govern municipalities, such as open meeting statutes or laws that protect freedom of speech and freedom of assembly. GVR is under no obligation to publicly disclose all information about the organization and may keep certain information relating to its members, employees and its operations confidential. All GVR directors, employees, and volunteers are required to abide by GVR's confidentiality policies.

7.1.2 EXTERNAL COMMUNICATIONS

A. Public Information Officer (PIO) as Point of Contact

To ensure the orderly release of accurate and consistent information to the general public and news media, GVR's Chief Executive officer (CEO) shall serve as the official Public Information officer (PIO) for the Corporation [See *GVR Corporate Policy Manual (CPM)*, Section VII-Chief Executive officer] or may delegate such

responsibility. The PIO shall be the single point of contact for inquiries from non-members (the general public) and news media. Other GVR staff, as appropriate, may field inquiries from current or prospective GVR members. All public and media inquiries shall be directed to the designated PIO spokesperson, who shall consult with senior managers, if necessary, to confirm information prior to release. The CEO shall approve in advance all press releases. This process ensures that the release of information to the general public and news media is consistent with GVR's governing documents and policies and helps to prevent misunderstandings, misinterpretations, and confusion.

B. Information Prohibited from Public Release

GVR protects the confidentiality of certain information in conformance with its governing documents and applicable laws. For this reason, GVR will not release information nor comment on the following:

- a. Confidential member information
- b. Employment records and employees' personal information
- c. Privileged information between the corporation and its legal counsel
- d. Information related to pending litigation
- e. Any information that was made available in an Executive Session of the Board of Directors
- f. Any information prohibited from public release by local, state or federal laws
- g. Any information in which public disclosure would not be in the best interest of the Corporation

C. Correction of Inaccurate Information

GVR will take steps to correct inaccurate information published or reported by external media about the Corporation as soon as reasonably practicable after its discovery. Such steps may include a request for a correction to be published and/or a written opinion piece submitted to the media outlet. The nature and seriousness of the misinformation shall be considered in determining the most appropriate course of action.

D. Media & Public Access

As a private, nonprofit 501 (c)(4) organization, GVR is obligated to ensure that only authorized members, guests, and visitors are

allowed access to its facilities and programs in conformance with its Bylaws. GVR may deny requests for access or information by news organizations if it is determined that the nature of the visit or inquiry is not in the best interest of the Corporation and/or its members.

E. Media Access

Members of the news media may request access to GVR, its members, clubs and programs for the purpose of developing news items subject to certain restrictions. GVR has an obligation to protect the privacy of its members without intrusion or disruption of their visits to or utilization of our facilities.

Media representatives (e.g. reporters) are also welcome to attend members-only functions held on GVR property (such as GVR club events) or events hosted by outside groups that are renting GVR facilities if they have been invited to such events. Media representatives shall notify GVR in advance if they wish to attend non-public events to which they have not received an invitation from GVR or the event's host such as GVR classes, and all other activities at any GVR facility (including meeting rooms, sports courts, fitness centers and pools/spas).

Media representatives shall be required to provide the general nature of the visit, who they wish to interview, and which facility they wish to visit. A GVR employee may be designated to accompany the media representative to the event.

For the safety and privacy of members and employees, still or video photography at private events is prohibited without prior written approval from GVR and signed waivers from every individual whose image is photographed or videoed.

F. Media Coverage of Public Events

News organizations are welcome to attend any program or event at GVR that is open to the general public and community upon payment of the regular admission fee, if any, or with a complimentary ticket if provided by GVR. Examples of public events include live performances, annual Health Fair, annual Artisans Fair, GVR Foundation's Southern Arizona Senior Games, lecture series, GVR Center open houses and ceremonial dedications.

G. Media Access to GVR Clubs

GVR sanctions various clubs, many of which use GVR's facilities for their meetings and activities, and some of which have designated spaces for their club's use. As a courtesy, media representatives who wish to access GVR property to visit a GVR club shall notify the PIO of their visit and its nature. If a GVR Club has invited media representatives to visit their club or attend an event, the club is required to notify the PIO of such visit.

Media representatives invited to GVR facilities by a GVR club are subject to the same rules and regulations as other GVR guests. Clubs officers shall be responsible for ensuring that media representatives comply with such rules and regulations and ensuring the accuracy of any information provided to them.

H. Media Requests for Information – Media Inquiries

GVR wishes to maintain its relationships with media outlets and will respond to any request for information deemed to be in the best interests of the Corporation and its members as determined by the PIO. Requests for information from media will be considered on a case-by-case basis, depending on the nature of the request.

7.1.3 MEMBER COMMUNICATIONS

Communications with GVR members are intended to keep members informed of news and information, and shall be accurate, truthful, transparent and timely. Members are encouraged to attend GVR governance meetings to become and remain informed.

A. Response to Member Communications Sent to Staff

Any written, emailed, or telephone communications received by staff from members that are deemed to be of a serious nature shall be forwarded to the CEO who, at his/her discretion, may consult with the Board President prior to authorizing a response.

GVR will not respond to anonymous, obscene, harassing, belligerent or threatening communications received from any individual.

B. Response to Member Communications Sent to the Board of Directors

Member suggestions made at Board of Directors Meetings or sent to the Board via email or other means may be referred to the chair of an appropriate committee for consideration.

C. Member Comments at GVR Board of Director Meetings

Members are welcome and encouraged to attend regular monthly meetings of the GVR Board of Directors and are permitted to address the Board at designated times during the meetings. (See *Section VI Board/Board Committees, Subsection 3 Board Meetings B. Protocol and Conduct for Board Meetings*).

SECTION 2 - EMAIL AND SOCIAL MEDIA

7.2.1 GVR Email Administrator

The CEO or CEO designee shall serve as GVR Email Administrator and shall have the following responsibilities with respect to email sent to the GVR Director Email Address:

1. Responding to member emails requesting general information or forwarding same to the appropriate GVR administrative staff member;
2. Acknowledging receipt of all other member emails and forwarding same to the GVR Board President for review and response; and
3. Archiving email messages.

7.2.2 Email Communications with Members

GVR communicates via email with members to respond to inquiries and to provide news and information to the membership. The CEO or CEO's designee(s) shall serve as GVR Email Administrator and is responsible for responding to email correspondence from GVR members and/or forwarding the communication to the appropriate staff for response.

A. General Email

GVR has established and frequently monitors a general email box (Hotline@gvrec.org) for members to use to make comments or ask questions and which is posted on the GVR website and included in each eBlast and newsletter. The Email Administrator is responsible for monitoring this email box and responding to member emails or forwarding them to the appropriate employee for response. Emails received from members shall be saved and archived by staff as designated by the CEO.

B. GVR Email Updates

GVR has an electronic newsletter (e.g. eBlast) that is sent to subscribers who must “opt in” and agree to receive such email communications. GVR respects the privacy of its members and subscribers, and does not rent, sell, or share subscriber’s names, information or contact information, including email addresses.

C. GVR Board of Directors

A generic email address for members to communicate electronically with the Board of Directors (board@gvrec.org) is posted on the GVR website and published in each GVR Now! Newsletter. Emails addressed to the Board shall be reviewed by the CEO and the designated GVR Email Administrator who shall archive all such email messages, forward them to the Board President, and copy other Directors. Any director who receives a communication in a personal non-GVR email account that concerns GVR business and/or Board matters shall forward same to the CEO for review and if appropriate, archiving by the GVR Email Administrator.

The Secretary of the Board of Directors is authorized to determine where the subject of an email should be dealt with, i.e., which committee or Board meeting, and to respond to member emails that request a response.

7.2.3 Prohibited Email Communications

The following email communications are strictly prohibited:

1. Messages containing offensive language, including, but not limited to, defamatory, racist or obscene remarks;
2. Messages intended to or that would cause a reasonable person to be alarmed, annoyed or harassed;
3. Messages containing an attachment that is from someone other than the member sending the email;
4. Any attempt to disguise the sender's identity or an email with an anonymous sender;
5. Potentially damaging messages including, but not limited to mass or commercial messages, spam, and messages containing viruses; and
6. Messages concerning GVR business and/or operations addressed to a GVR Director’s personal email account.

7.2.4 Board of Directors Email Policy – (updated September 25, 2018)

To facilitate communications among GVR Board Directors, GVR’s Board-approved “Email Policy” provides each member of the Board of Directors with an official GVR email address, which is to be used solely for governance-related communications between Board members and GVR staff only.

The GVR Director Email

Address shall be posted on the GVR website and may be published in GVR publications and Members will be directed to communicate to Directors via the GVR Director Email Address.

It is the policy of the GVR Board of Directors that individual Board members shall not use email to discuss, debate, or make policy or operational practice statements related to GVR whether in response to a member’s comments or for any other purpose except as may be specifically authorized by the Board.

7.2.5 ELECTRONIC & SOCIAL MEDIA

GVR may utilize electronic and social media sites (e.g. Facebook™, Twitter™, etc.) to share information on the Corporation’s activities and events and for any other purpose related to GVR business. To the extent that such media sites allow individuals to post replies and comments, GVR reserves the right to limit and/or remove, at its sole discretion, any reply or comment it deems offensive or contrary to the interests of the Corporation or its members.

Notes to Revisions to CPM – Part 7

No changes were made to the policy in Part 7. The redlines are very confusing, so please refer to the clean version.

PART 6 - GVR PROGRAMS AND CLUBS

SECTION 1. GVR PROGRAMS

6.1.1. Objective

The objective is to provide recreation, social, and leisure education opportunities that enhance the quality of our members' lives.

6.1.2. Acceptance of Grant Funding

GVR is permitted, by policy, to solicit grant funding to subsidize operational expenses related to special events and cultural programs. It is acknowledged that accepting grants from publicly supported funding agencies may dictate that these programs be open to the public. The fact that grant monies may have been received shall not interfere with GVR's ability to provide advertised services to its members, as prescribed by governing directives. GVR shall retain final approval of specific programs supported by grants.

6.1.3. GVR Activities Open To the General Public

1. Activities available to non-members, for a fee, e.g. concerts, plays, and classes.
2. Activities which are funded or partially funded by public agencies, e.g. U. S. Service Bands, Senior Olympics, Arizona Commission on the Arts programs.
3. Special events approved by the Chief Executive officer, e.g. Craft Fairs, Town Halls.
4. Any group renting a GVR facility may invite the general public.

6.1.4. General Public Ticket Surcharges

A surcharge shall be added to tickets for GVR public events sold to non-GVR members ~~which may be waived by. However, if there is a co-sponsor, the surcharge may be waived by~~ the Chief Executive officer if there is a co-sponsor.

6.1.5. GVR As Ticket Outlet for Non-GVR Sponsored Programs

1. GVR may act as a ticket outlet for organizations located outside Green Valley and community organizations within Green Valley.
2. Tickets shall be sold to both GVR and non-GVR members ~~and. However,~~ ticket prices must include a discount for GVR members.

SECTION 2 - GVR CLUBS

6.2.1 Organization

1. Any group with thirty-five (35) or more GVR members, interested in pursuing a particular field of interest, consistent with the mission of GVR, may join together and form a GVR Club, as long as a similar club doesn't already exist within GVR.
2. All members of a group requesting "Club Status" must be members of GVR.
3. The group may formally request that the Board grant them GVR "Club Status," which entitles the group to a scheduling priority for reserving [GVR facilities](#) on an annual basis ~~in GVR facilities~~.
4. A club application, available at the Administrative Offices, must be submitted to the GVR Club Liaison.
5. The Club Liaison shall review the completed application and submit a written recommendation to the Chief Executive officer ~~(~~or [his/her](#) designee).
6. If the Chief Executive officer agrees that the club request is in order, a copy of the club's information is given to the Chairperson of the Board Affairs Committee, for inclusion in the next scheduled Committee meeting, agenda permitting.
7. Representatives of the prospective club shall be invited to the Committee meeting to speak on behalf of the club.
8. If the Board Affairs Committee approves the prospective club for recommendation to the Board, representatives from the club shall be invited to attend the next meeting of the Board to speak on behalf of the club.
9. If the Board approves the request for club status, the Club Liaison will notify the Club President ~~so they will file for a club Employers Identification Number (EIN)~~.
10. If a prospective club request is denied the Chief Executive officer shall notify the club representative in writing.
11. The newly established club will operate independently of GVR but will be required to follow all rules and guidelines set forth by the Board of Directors.
12. The Club Liaison will retain a club file in his/her office.

6.2.2. Membership/Guests/Monitoring (updated 8/29/2017)

1. Club membership shall be open to all GVR members and they shall be entitled to ~~—~~participate in any meeting or activity. Clubs may not grant honorary membership, or their equivalent, to anyone who is not a GVR member. Any GVR member who is refused admission to a club shall notify GVR administration at once. All club officers shall be club members.

2. Clubs may establish prerequisites for joining their activity such as training or an orientation.
3. Clubs ~~that fail to maintain must maintain~~ at least twenty-five (25) active members ~~to retain their "Club Status." Clubs which fall below the minimum number of members will~~ jeopardize their "Club Status." If a club's membership falls below 25, the Club Liaison will contact the club President and offer suggestions on ways to increase membership. If efforts to increase membership are not successful, the Club Liaison will advise the Chief Executive officer. If necessary, the CEO will bring the issue to the Board Affairs committee, who shall make a recommendation to the Board as to whether Club Status should be revoked.
4. If it is determined by the Club Liaison that there is a fifty-percent (50%) or more crossover in activities and/or interests in two or more clubs of the same type, those clubs may be consolidated.
5. Clubs may not affiliate with any national, state, or regional organization that requires GVR members to join its external organization. Optional membership in such organizations is allowed.
6. Clubs may grant guest privileges, at their discretion, to guests of GVR Members and, if authorized by the Board, other non-GVR Members upon payment of a guest fee to GVR.
7. GVR Clubs shall establish an effective monitoring system to ensure that only GVR members and eligible guests attend meetings and activities of the club.
8. GVR clubs that present performances to the membership and general public will be permitted to use non-GVR individuals in performing or production roles under the following circumstances:
 - a) Club members with the necessary qualifications are not available.
 - b) Approval must be obtained from the GVR Club Liaison on a case-by-case basis.
 - c) Each non-GVR individual must sign an agreement acknowledging that he/she will not be covered by GVR corporate worker's compensation nor listed as an additional insured in any GVR commercial insurance policy.
 - d) The agreement will note the terms and conditions of their involvement in the production and will not last beyond the specified performance(s).
 - e) Should the individual be a minor, then the parent/guardian must sign the agreement on his/her behalf.
 - f) GVR will permit student participation in a production with the acknowledgment and sponsorship of the student's school administration.

9. ~~To use GVR facilities, GVR competitive~~ ~~GVR teams participating in competitive events~~ must be comprised solely of GVR members.
10. The non-GVR guest policy for competition or participation in clubs is as follows:
 - a) GVR Clubs may host competitive events and allow non-GVR members or guests to participate. The club must notify GVR's Club Liaison prior to the scheduled event. Documentation outlining the nature of the competition(s) will be required for each event. Non-GVR members or guests are only authorized to use GVR facilities associated with the event, including warm-ups/practice time.
 - b) League play may occur if there is a reciprocal agreement to play at each other's facilities.
 - c) Outside of league play, Clubs may grant participation to guests at their discretion, as long as those individuals are eligible guests as defined in [Section II, Part 1 - membership](#).
11. Non-GVR Member Club Participant Policy:
 - a) Clubs listed as Social or Dance Clubs on GVR's website may allow non-GVR members to attend their events.
 - b) Non-members must sign a waiver.
 - c) Non-members will pay a fee established by the Board of Directors.
 - d) Clubs will remit fee and record of attendance to GVR club liaison ~~for deposit.~~
 - e) ~~Board Approved~~ Clubs may apply ~~to~~ for a waiver of fees annually. Board Affairs Committee will review applications to determine if fees are a hardship to the club and make a recommendation to the Board of Directors. Clubs will be notified of Board's decision.

6.2.3. Insurance

1. ~~GVR maintains general liability insurance for all of its facilities, shall provide liability insurance for all GVR clubs and club activities sanctioned by GVR.~~
2. ~~GVR's Club~~ Directors and officers (D&O) insurance ~~is not provided by does not cover clubs directors and officers. -GVR.~~ Clubs desiring this coverage need to contact a commercial insurance broker ~~and~~ ~~if~~ purchased, a copy of the ~~b~~Binder shall be provided to the GVR Club Liaison.
3. When a club holds an Arts and Crafts Fair, festival, or any large event open to the general public, commercial vendors must list GVR as an Additional Insured when completing the application for the Special Events Liability insurance policy.

4. GVR is responsible for insurance coverage and personal property taxes on GVR owned property only. It shall be the responsibility of each club to obtain necessary insurance on any equipment not owned by GVR, but located on GVR property, e.g., music instruments, computers, radios.

6.2.4. Financial and Tax Requirements

1. GVR clubs shall operate under a non-profit status consistent with IRS Tax Code 501(c)(4).
2. Each club must obtain an IRS Employer Identification Number (EIN) and provide that number to the Club Liaison.
3. GVR clubs are responsible for any local, state, or federal taxes incurred as a result of club activities.
4. Clubs shall maintain a simple bookkeeping system, recording all income, source(s) of income, and expenditures. ~~Clubs shall submit a financial report to GVR's Chief Financial Officer by They shall submit a financial report to the GVR Chief Financial Officer annually. The financial report is due by~~ Feb 1st of each year.
5. All GVR clubs shall file appropriate tax documents and provide a copy to the GVR Club Liaison.

6.2.5. Sales Tax

1. Because of GVR's 501(c)(4) non-profit status, Hobby Shops must collect sales tax on items sold from their studios, including supplies purchased by club members.
2. If a club intends to routinely sell items or be a retail market, a Business License must be obtained and sales tax must be applied to all transactions. Clubs who do not obtain a Business License may not display "for sale" items in GVR display cases.
3. Clubs that engage in retail sales are required to comply with all state and federal regulations, including the filing of required tax documents.
4. Clubs may display "for donation" items in a GVR window or display case. Clubs may not set a firm donation amount, but may post a "suggested donation" sign.
5. When a club displays items with only a contact name and telephone number, sales must be conducted off GVR property. A club member's transaction outside GVR facilities is a personal tax liability of the member and not the responsibility of the Club or GVR Corporation.
6. Sales tax is not applicable to services (such as glazing or firing), but the payment for the service must be reported as income on the club's year-end financial report to both state and federal agencies.

7. If a club purchases a product(s) from a vendor for resale to its members, the club will need to obtain a Business License from Pima County. Once that is completed and the club places an order for a product(s) from a vendor, they will file a 5000A (Arizona Resale Certificate) with that vendor and will not pay any state sales tax for the products. When the club sells that product(s) to its members, the club member will be charged the appropriate sales tax at that time. The club must then register with the Arizona Department of Revenue and ~~file the~~ monthly or quarterly reports ~~as required~~ filed appropriately.
8. It is the responsibility of each individual artist to secure an Arizona Transaction Privilege Tax License ~~if they plan on selling their items to sell products~~.

6.2.6. Facilities

- ~~1. GVR is responsible for facility expansion in order to provide existing levels of services for a growing GVR membership or support increased usage due to changing trends.~~
- ~~2.1.~~ Requests for dedicated space shall be evaluated on a case-by-case basis. The cost of any modification or expansion of facilities may be shared if mutually agreed upon. Any such expansion or modification shall become the property of GVR.
- ~~3.2.~~ Clubs that don't routinely utilize at least 50% of their dedicated space may be reassigned to a more appropriately sized facility.
- ~~4. GVR reserves the right to modify facilities and determine usage requirements as a result of changing trends.~~
- ~~5. GVR facilities are compliant with the Smoke-Free Arizona Act. GVR Clubs are responsible for reading, understanding and enforcing the Smoke-Free Arizona Act when meeting in GVR facilities. Club representatives may be asked to sign a Compliance form acknowledging receipt of the Smoke-Free Act. If a violation is discovered and corrective action is not taken, the club may be responsible for paying any fine(s) assessed to GVR.~~

~~6.2.7. Reservations (Revised 9/23/2014)~~

- ~~1. Reservations will be assigned in the following order:

 - ~~a) Board of Directors~~
 - ~~b) Recreation Staff (e.g. special events, classes, concerts, programs, annual festivals and performances)~~
 - ~~c) Regularly scheduled club events (weekly and monthly)~~
 - ~~d) Clubs with dedicated space are required to use their dedicated space for meetings and events. Exceptions will be made for special events that cannot be accommodated in a club dedicated space.~~~~

~~e) Community events (e.g. HOA) and rentals~~

~~f) Club one-time special events or parties~~

~~g) Private member functions~~

Club additional ongoing activity requests^{3.} Clubs with dedicated space are required to use their dedicated space for meetings and events. Exceptions will be made for special events that cannot be accommodated in a club dedicated space.

~~h)~~

~~24.~~ GVR Chief Executive officer (CEO) has the authority to make exceptions and changes to reservations policy as needed to accommodate special circumstances.

~~35.~~ Reservation requests are subject to review on an annual basis. The availability of Facilities is not guaranteed each year. Reservations are based on the number of requests for available space.

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6.2.87. Clubs and Class offerings

1. Clubs are welcomed to provide instructional classes for club members and/or all GVR members. Due to Internal Revenue Guidelines for Independent Contractors working with or through GVR, Workers Compensation and General Liability issues, GVR has the following policies:
 - a) All club classes must be offered through GVR's Instructional Class Program. Clubs must contact the GVR Recreation Supervisor for complete procedure information, submit a class proposal, and/or be informed of exceptions to this policy.
 - b) Instructors will be required to complete a W-9 and/or other necessary documents prior to their start date.
 - c) GVR may require instructors of high risk classes e.g., tennis, pickleball, swimming, to obtain an additional one million dollar liability policy.
 - d) The current Instructor/GVR split is: 70% of registration fees to the Instructor and 30% of the fees to GVR.
 - e) GVR will work with individual clubs to schedule and promote their classes. GVR can also provide administrative support, when needed e.g., contacting registrants, distributing supply lists, providing class lists.
 - f) All clubs must be in compliance with these policies. If a club holds a class in a GVR facility without going through the proper channels, they are in direct competition with the GVR Instructional Program. Such an action can lead to club suspension and/or GVR membership suspension.
 - g) Classes or workshops that are offered free of charge to club members (or to all GVR members), may not be subject to these

guidelines. We encourage the club representative to contact the GVR Class Supervisor to review the specific requirements under those circumstances.

6.2.98. Club Reporting and Records Management

1. All GVR clubs are required to sign and submit an Annual Club Agreement which outlines the club's responsibilities to GVR and what they can expect from GVR in return. If a club refuses to sign or does not fulfill their requirements, GVR may require the club to meet with the Board Affairs Committee for review.
2. All clubs shall maintain a continuity of records and shall preserve all correspondence and minutes for a period of no less than three years. Club records are kept for the prescribed period of time in accordance with administrative policies for record retention.

6.2.109. Club Bylaws

Club Bylaws are the governing documents for the club. It is important that they be kept up-to-date and current with the club's activity. ~~GVR suggests that clubs review their Bylaws each year or when a change of officers takes place.~~ Club Bylaws shall be resubmitted to GVR no less than every five years, or ~~earlier if amended as needed.~~

6.2.110. Member Code of Conduct

1. Clubs within GVR are often faced with internal conflicts between club members or behavioral issues. The GVR staff does not resolve conflicts between individual club members nor do they get involved with internal policies written and enforced by the clubs. ~~GVR's main responsibility to all clubs is to support their club activities. However, if a theft of property, immoral conduct, violence or a violation of the GVR Code of Conduct occurs, GVR staff will investigate the situation until the matter is resolved. If any incidents occur, an incident report shall be completed within 24 hours and submitted to GVR's Club Liaison. A copy of GVR's Code of Conduct is displayed in all facilities and printed on the back of each member's photo ID card. It states that all users of GVR facilities are required to comply with published rules and regulations. All users are expected to show common courtesy to employees, directors, volunteers and other members and guests. All users shall refrain from using offensive language and participating in offensive behavior; such actions shall not be tolerated. Members are responsible for the conduct of their guests. Any violation of GVR's Code of Conduct may result in a member having their rights and privileges suspended.~~
2. ~~A club consists of members who appoint a Board of Directors made up of club members to handle the affairs of the club. When the~~

~~Board of Directors of a club is faced with taking action against a club member, it is the responsibility of the entire Board, not just one or two individuals of the Board. Proper documentation of a situation must be kept before any action can be taken against a club member. GVR must always be kept informed of such situations so that GVR's records can be documented, as well. A change in a member's behavior should not be taken lightly.~~ There are various ways in which clubs can handle member complaints and conduct issues. Two suggestions are outlined below as follows:

~~6.2.12 THREE STRIKE RULE~~ A. Three Strike Rule.

1. Strike One: If a club member begins to be disruptive or abusive a club officer or designee should take the individual aside and talk to them privately. Let them know that their behavior will not be tolerated and if it does not stop, they will be asked to leave. Documentation must be kept on file in all instances, in case you need to refer back to a particular incident.
2. Strike Two: If the individual continues to be disruptive or abusive the Club President or designee will write a letter to the individual restating GVR policy and possible consequences. A copy of the letter must be provided to GVR's Club Liaison.
3. Strike Three: If the behavior has not been corrected, the club's Board of Directors has the authority to remove the individual from their membership. A removal letter must be provided to the member and GVR's Club Liaison. Every opportunity to correct a problem should be given to the club member before dismissal from the club. If personality conflicts between members are the problem, they would also be handled as stated above. An equal and fair opportunity should be given to all parties involved.

~~6.2.13 B. Peer Committees~~ PEER COMMITTEES

It may be beneficial for clubs to appoint peer committees to serve as mediators when a conflict arises within a club. Their basic function is to investigate and listen to all sides of the story and arrive at a resolution. If a resolution cannot be agreed upon, the matter would go to the club's Board of Directors to handle. At all times, GVR must be kept informed of any conflicts and their outcome.

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6.2.141. Dissolution of a Club

1. Should a club choose to dissolve, they must notify the GVR Club Liaison. The Chief Executive officer will authorize the formal dissolution of the club after the payment of all bills.
2. In the event of dissolution of a club, ~~after all bills are paid,~~ club property remains the property of GVR.

SECTION 3 - HOBBY SHOPS AND STUDIO CLUBS

6.3.1. Basic Services

1. Arts and crafts facilities are intended for the member's pursuit of hobbies. GVR prohibits the commercial use of its arts and crafts facilities. Mass production of articles to be sold for private gain is prohibited.
2. If determined to be in the best interest of the membership as a whole, GVR may underwrite basic services of the clubs which include: 1) facilities, 2) utilities, 3) custodial and maintenance service, 4) counseling and administrative support, 5) fixtures (multi-use tables, chairs, amplifier systems, chalkboards), and 6) initial equipment basic to the activity.
3. Hobby shops and studios must be self-supporting through dues, class fees and other miscellaneous revenues. Income derived from studio users and hobby shops shall be used to offset both consumable supply expenses and instructor salaries.

6.3.2 Equipment

1. Equipment belongs to GVR, whether it is the original equipment, replacement of original equipment, or additional equipment subsequently purchased by the club. Equipment includes, but is not limited to, machines, computers, furniture, machine tools, building fixtures, building improvements, carpeting, and kilns.
2. The replacement and/or repair of hobby equipment located in the hobby shops is the responsibility of the club.
3. GVR is responsible for building maintenance (i.e. plumbing, electrical, roof leaks, etc.) within the dedicated club space.
4. Consumable supplies and operational expenses incurred because of the nature of the activity performed shall be the sole responsibility of the GVR club.
5. Additional equipment acquisitions, both capital and operational, which serve to enhance or expand the capabilities or service of the hobby shop, shall be considered improvements and are the sole

financial responsibility of the club. Such additional equipment acquisitions shall become the property of GVR.

6. Club-utilized equipment may be sold or traded by the club provided that: a) property traded for shall be utilized by the club; b) proceeds from sales shall be utilized for the procurement of property for club use; and c) approval shall be obtained from the Chief Executive officer or his designee.

6.3.3 Members' Use of Hobby Shops

1. Members who supervise the hobby shops shall pay annual dues to their club in lieu of a usage charge. Some hobby shops allow usage by guests and a small fee may apply. Please check individual club's Bylaws for their policy on this issue. This fee, and the dues and income of the club, are expected to provide funds for the purchase and replacement of equipment and for the maintenance and upkeep of equipment.
2. It is the intent of GVR that dedicated club spaces not be overly unfairly utilized by members mass producing items for resale. While a tax number constitutes commercial intent, not all members making items for sale create a burden on a dedicated space's facilities. If, in the eyes of fellow club members, a member with a tax number is overburdening the facility (storage space, access to equipment, etc.), the club's Board must take appropriate steps to resolve the issue. If the club's Board fails to act in an appropriate or timely manner, GVR's Club Liaison will resolve the dispute.

6.3.4. Merchandise/Product Sales

1. GVR recognizes that finished craft pieces are sold through display cases in Hobby Shops. Because of the organization's non-profit private club status, sales may only be made to GVR members or their guests with appropriate GVR identification.
2. Purchases from prospective GVR members, accompanied by a local realtor, are acceptable, as long as the realtor is a GVR member.
3. Arts and Craft Fairs are exempt from the member/guest only sales restriction because the IRS considers such events as occasional and incidental sales activity.
4. Materials sold through the Hobby Shops for the production of crafts may only be sold to club members.

6.3.5. 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~~

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~~policy. Prior to applying for a liquor license, permission must be received from the GVR Chief Executive officer.~~

~~B. Club members are permitted to bring their own beverages (BYOB) to a club activity. 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.~~

PART 6 - GVR PROGRAMS AND CLUBS

SECTION 1. GVR PROGRAMS

6.1.1. Objective

The objective is to provide recreation, social, and leisure education opportunities that enhance the quality of our members' lives.

6.1.2. Acceptance of Grant Funding

GVR is permitted, by policy, to solicit grant funding to subsidize operational expenses related to special events and cultural programs. It is acknowledged that accepting grants from publicly supported funding agencies may dictate that these programs be open to the public. The fact that grant monies may have been received shall not interfere with GVR's ability to provide advertised services to its members, as prescribed by governing directives. GVR shall retain final approval of specific programs supported by grants.

6.1.3. GVR Activities Open To the General Public

1. Activities available to non-members, for a fee, e.g. concerts, plays, and classes.
2. Activities which are funded or partially funded by public agencies, e.g. U. S. Service Bands, Senior Olympics, Arizona Commission on the Arts programs.
3. Special events approved by the Chief Executive officer, e.g. Craft Fairs, Town Halls.
4. Any group renting a GVR facility may invite the general public.

6.1.4. General Public Ticket Surcharges

A surcharge shall be added to tickets for GVR public events sold to non-GVR members which may be waived by the Chief Executive officer if there is a co-sponsor.

6.1.5. GVR As Ticket Outlet for Non-GVR Sponsored Programs

1. GVR may act as a ticket outlet for organizations located outside Green Valley and community organizations within Green Valley.
2. Tickets shall be sold to both GVR and non-GVR members and ticket prices must include a discount for GVR members.

SECTION 2 - GVR CLUBS

6.2.1 Organization

1. Any group with thirty-five (35) or more GVR members, interested in pursuing a particular field of interest, consistent with the mission of GVR, may join together and form a GVR Club, as long as a similar club doesn't already exist within GVR.
2. All members of a group requesting "Club Status" must be members of GVR.
3. The group may formally request that the Board grant them GVR "Club Status," which entitles the group to a scheduling priority for reserving GVR facilities on an annual basis.
4. A club application, available at the Administrative Offices, must be submitted to the GVR Club Liaison.
5. The Club Liaison shall review the completed application and submit a written recommendation to the Chief Executive officer (or his/her designee).
6. If the Chief Executive officer agrees that the club request is in order, a copy of the club's information is given to the Chairperson of the Board Affairs Committee, for inclusion in the next scheduled Committee meeting, agenda permitting.
7. Representatives of the prospective club shall be invited to the Committee meeting to speak on behalf of the club.
8. If the Board Affairs Committee approves the prospective club for recommendation to the Board, representatives from the club shall be invited to attend the next meeting of the Board to speak on behalf of the club.
9. If the Board approves the request for club status, the Club Liaison will notify the Club President.
10. If a prospective club request is denied the Chief Executive officer shall notify the club representative in writing.
11. The newly established club will operate independently of GVR but will be required to follow all rules and guidelines set forth by the Board of Directors.
12. The Club Liaison will retain a club file in his/her office.

6.2.2. Membership/Guests/Monitoring (updated 8/29/2017)

1. Club membership shall be open to all GVR members and they shall be entitled to participate in any meeting or activity. Clubs may not grant honorary membership, or their equivalent, to anyone who is not a GVR member. Any GVR member who is refused admission to a club shall notify GVR administration at once. All club officers shall be club members.

2. Clubs may establish prerequisites for joining their activity such as training or an orientation.
3. Clubs that fail to maintain at least twenty-five (25) active members jeopardize their "Club Status." If a club's membership falls below 25, the Club Liaison will contact the club President and offer suggestions on ways to increase membership. If efforts to increase membership are not successful, the Club Liaison will advise the Chief Executive officer. If necessary, the CEO will bring the issue to the Board Affairs committee, who shall make a recommendation to the Board as to whether Club Status should be revoked.
4. If it is determined by the Club Liaison that there is a fifty-percent (50%) or more crossover in activities and/or interests in two or more clubs of the same type, those clubs may be consolidated.
5. Clubs may not affiliate with any national, state, or regional organization that requires GVR members to join its external organization. Optional membership in such organizations is allowed.
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 - b) Approval must be obtained from the GVR Club Liaison on a case-by-case basis.
 - c) Each non-GVR individual must sign an agreement acknowledging that he/she will not be covered by GVR corporate worker's compensation nor listed as an additional insured in any GVR commercial insurance policy.
 - d) The agreement will note the terms and conditions of their involvement in the production and will not last beyond the specified performance(s).
 - e) Should the individual be a minor, then the parent/guardian must sign the agreement on his/her behalf.
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 - b) League play may occur if there is a reciprocal agreement to play at each other's facilities.
 - c) Outside of league play, Clubs may grant participation to guests at their discretion, as long as those individuals are eligible guests as defined in Part 1 - membership.
11. Non-GVR Member Club Participant Policy:
 - a) Clubs listed as Social or Dance Clubs on GVR's website may allow non-GVR members to attend their events.
 - b) Non-members must sign a waiver.
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1. GVR maintains general liability insurance for all of its facilities.
 2. GVR's Directors and officers (D&O) insurance does not cover clubs directors and officers. Clubs desiring this coverage need to contact a commercial insurance broker and if purchased, a copy of the binder shall be provided to the GVR Club Liaison.
3. When a club holds an Arts and Crafts Fair, festival, or any large event open to the general public, commercial vendors must list GVR as an Additional Insured when completing the application for the Special Events Liability insurance policy.
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3. GVR clubs are responsible for any local, state, or federal taxes incurred as a result of club activities.
4. Clubs shall maintain a simple bookkeeping system, recording all income, source(s) of income, and expenditures. Clubs shall submit a financial report to GVR's Chief Financial Officer by Feb 1st of each year.
5. All GVR clubs shall file appropriate tax documents and provide a copy to the GVR Club Liaison.

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time. The club must then register with the Arizona Department of Revenue and file monthly or quarterly reports as required.

8. It is the responsibility of each individual artist to secure an Arizona Transaction Privilege Tax License to sell products.

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 - b) Instructors will be required to complete a W-9 and/or other necessary documents prior to their start date.
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 - d) The current Instructor/GVR split is: 70% of registration fees to the Instructor and 30% of the fees to GVR.
 - e) GVR will work with individual clubs to schedule and promote their classes. GVR can also provide administrative support, when

- needed e.g., contacting registrants, distributing supply lists, providing class lists.
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 - g) Classes or workshops that are offered free of charge to club members (or to all GVR members), may not be subject to these guidelines. We encourage the club representative to contact the GVR Class Supervisor to review the specific requirements under those circumstances.

6.2.8. Club Reporting and Records Management

1. All GVR clubs are required to sign and submit an Annual Club Agreement which outlines the club's responsibilities to GVR and what they can expect from GVR in return. If a club refuses to sign or does not fulfill their requirements, GVR may require the club to meet with the Board Affairs Committee for review.
2. All clubs shall maintain a continuity of records and shall preserve all correspondence and minutes for a period of no less than three years. Club records are kept for the prescribed period of time in accordance with administrative policies for record retention.

6.2.9. Club Bylaws

Club Bylaws are the governing documents for the club. It is important that they be kept up-to-date and current with the club's activity. Club Bylaws shall be resubmitted to GVR no less than every five years, or earlier if amended.

6.2.10. Member Code of Conduct

1. Clubs within GVR are often faced with internal conflicts between club members or behavioral issues. The GVR staff does not resolve conflicts between individual club members nor do they get involved with internal policies written and enforced by the clubs.
2. There are various ways in which clubs can handle member complaints and conduct issues. Two suggestions are as follows:
 1. A. Three Strike Rule. Strike One: If a club member begins to be disruptive or abusive a club officer or designee should take the individual aside and talk to them privately. Let them know that their behavior will not be tolerated and if it does not stop, they will be asked to leave. Documentation must be

kept on file in all instances, in case you need to refer back to a particular incident.

2. Strike Two: If the individual continues to be disruptive or abusive the Club President or designee will write a letter to the individual restating GVR policy and possible consequences. A copy of the letter must be provided to GVR's Club Liaison.
3. Strike Three: If the behavior has not been corrected, the club's Board of Directors has the authority to remove the individual from their membership. A removal letter must be provided to the member and GVR's Club Liaison. Every opportunity to correct a problem should be given to the club member before dismissal from the club. If personality conflicts between members are the problem, they would also be handled as stated above. An equal and fair opportunity should be given to all parties involved.

B. Peer Committees

It may be beneficial for clubs to appoint peer committees to serve as mediators when a conflict arises within a club. Their basic function is to investigate and listen to all sides of the story and arrive at a resolution. If a resolution cannot be agreed upon, the matter would go to the club's Board of Directors to handle. At all times, GVR must be kept informed of any conflicts and their outcome.

6.2.11. Dissolution of a Club

1. Should a club choose to dissolve, they must notify the GVR Club Liaison. The Chief Executive officer will authorize the formal dissolution of the club after the payment of all bills.
2. In the event of dissolution of a club, club property remains the property of GVR.

SECTION 3 - HOBBY SHOPS AND STUDIO CLUBS

6.3.1. Basic Services

1. Arts and crafts facilities are intended for the member's pursuit of hobbies. GVR prohibits the commercial use of its arts and crafts facilities. Mass production of articles to be sold for private gain is prohibited.
2. If determined to be in the best interest of the membership as a whole, GVR may underwrite basic services of the clubs which include: 1) facilities, 2) utilities, 3) custodial and maintenance

- service, 4) counseling and administrative support, 5) fixtures (multi-use tables, chairs, amplifier systems, chalkboards), and 6) initial equipment basic to the activity.
3. Hobby shops and studios must be self-supporting through dues, class fees and other miscellaneous revenues. Income derived from studio users and hobby shops shall be used to offset both consumable supply expenses and instructor salaries.

6.3.2 Equipment

1. Equipment belongs to GVR, whether it is the original equipment, replacement of original equipment, or additional equipment subsequently purchased by the club. Equipment includes, but is not limited to, machines, computers, furniture, machine tools, building fixtures, building improvements, carpeting, and kilns.
2. The replacement and/or repair of hobby equipment located in the hobby shops is the responsibility of the club.
3. GVR is responsible for building maintenance (i.e. plumbing, electrical, roof leaks, etc.) within the dedicated club space.
4. Consumable supplies and operational expenses incurred because of the nature of the activity performed shall be the sole responsibility of the GVR club.
5. Additional equipment acquisitions, both capital and operational, which serve to enhance or expand the capabilities or service of the hobby shop, shall be considered improvements and are the sole financial responsibility of the club. Such additional equipment acquisitions shall become the property of GVR.
6. Club-utilized equipment may be sold or traded by the club provided that: a) property traded for shall be utilized by the club; b) proceeds from sales shall be utilized for the procurement of property for club use; and c) approval shall be obtained from the Chief Executive officer or his designee.

6.3.3 Members' Use of Hobby Shops

1. Members who supervise the hobby shops shall pay annual dues to their club in lieu of a usage charge. Some hobby shops allow usage by guests and a small fee may apply. Please check individual club's Bylaws for their policy on this issue. This fee, and the dues and income of the club, are expected to provide funds for the purchase and replacement of equipment and for the maintenance and upkeep of equipment.
2. It is the intent of GVR that dedicated club spaces not be overly unfairly utilized by members mass producing items for resale. While a tax number constitutes commercial intent, not all members making items for sale create a burden on a dedicated space's

facilities. If, in the eyes of fellow club members, a member with a tax number is overburdening the facility (storage space, access to equipment, etc.), the club's Board must take appropriate steps to resolve the issue. If the club's Board fails to act in an appropriate or timely manner, GVR's Club Liaison will resolve the dispute.

6.3.4. Merchandise/Product Sales

1. GVR recognizes that finished craft pieces are sold through display cases in Hobby Shops. Because of the organization's non-profit private club status, sales may only be made to GVR members or their guests with appropriate GVR identification.
2. Purchases from prospective GVR members, accompanied by a local realtor, are acceptable, as long as the realtor is a GVR member.
3. Arts and Craft Fairs are exempt from the member/guest only sales restriction because the IRS considers such events as occasional and incidental sales activity.
4. Materials sold through the Hobby Shops for the production of crafts may only be sold to club members.

Notes to Revisions to CPM – Part 6

Section 1 – GVR Programs

6.1.4 – General Public Ticket Surcharges: Grammar only

6.1.5.- GVR As Ticket Outlet for Non-GVR Sponsored Programs:
Grammar only

Section 2 – GVR Clubs

6.2.1 Organization

3. Grammar

9. Stated elsewhere (6.2.4(2))

6.2.2. Membership/Guests/Monitoring

3. Grammar

9. Grammar

11d. Club Liaison doesn't make the deposit

11e. All clubs are board approved.

6.2.3. Insurance

1. Correction (general liability insurance covers GVR facilities/activities)

2. Language clarified/grammar

6.2.4. Financial and Tax Requirements

4. Clearer language

6.2.5. Sales Tax

7. Clearer language

8. Clearer language

6.2.6. Facilities

6.2.1 - Not a policy

6.2.4 - Not a policy (general power of Board)

6.2.5 - Moved to Part 1

6.2.7 – Reservations moved to Part 1

6.2.9 Club Bylaws

Unnecessary for clubs to review bylaws as stated

6.2.10 Member Code of Conduct

The deleted parts are addressed in Part 1 (suspension of privileges should be the same for clubs); this section should only address internal conflicts within clubs.

6.2.14 Dissolution of a Club

Clarity only

PART 4 - ~~CHIEF EXECUTIVE OFFICER~~CEO

SECTION 1 - AUTHORITY OF THE CEO

~~4.1.1.~~ General

The Chief Executive ~~officer~~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 ~~planning and~~ operation of the corporation and is responsible for the planning and management of day-to-day operations. The ~~Chief Executive officer~~CEO shall have ~~decision-making authority~~responsibility for carrying out the decisions of the Board of Directors, including, but not limited to, how policies and goals are ~~attained~~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 ~~Chief Executive officer~~CEO may delegate authority to staff, as appropriate.

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4.1.2. Fiscal Authority

~~In order to conduct business activities consistent with the mission of GVR, financial stability and integrity must be maintained.~~

The ~~Chief Executive Officer~~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 ~~5-year plan~~Strategic Plan.
2. Ensure that revenues are deposited into appropriate accounts in a timely manner.
- ~~2.3.~~ Manage expenditures within the approved budget without incurring indebtedness.

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- ~~3.4.~~ 4. Develop and maintain sound financial practices in accordance with GVR's 501(c)(4) designation.
- ~~4.5.~~ 5. ~~Oversee the fiscal management of GVR, including authority to approve financial matters, implement~~ Implement fiscal controls, execute ~~reoccurring~~ recurring operational contracts and leases, fund expenditure approvals, and maintain accurate accounts of every financial transaction of GVR.
- ~~5.6.~~ 6. Set rental rates for ~~not-for-profit organizations not affiliated with GVR~~ the use of GVR facilities.
- ~~6.7.~~ 7. ~~Seek approval~~ Pursue and recommend sources of all expense reports of the Chief Executive Officer by non-dues revenue to the Board Treasurer.
- 8. Ensure that delinquencies are forwarded to counsel for appropriate action in a timely manner.

4.1.3. Programmatic Authority

~~The Chief Executive officer has the authority to act in accordance with the mission and stated purpose of GVR.~~

~~The Chief Executive officer shall:~~

- ~~1. Protect the non-profit status of GVR.~~
- 2. 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.
 - 5. Participate 4. Assist the Board in development developing long- and maintenance of short and long-range strategies and implement same.
 - 6. Review proposed GVR projects and programs.

SECTION 2 – ~~RESPONSIBILITIES~~ – RESPONSIBILITIES

4.2.1. Human Resources

~~The Chief Executive officer directs the human resources of the organization. It is critical that the human resources of GVR are organized to perform at an optimum level for the corporation, through both paid and volunteer staff.~~

~~The Chief Executive officer shall:~~

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 Officer.

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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 ~~Chief Executive officer~~CEO shall:

- ~~1. Participate with~~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 the Strategic Plan to be achieved during the forthcoming governance year (effectively April 1-March 31).~~
- ~~1-3. Assist~~ the President of the Board in developing agendas for meetings, and provide appropriate information so that the Board may make informed decisions.
- ~~2. Keep the Board fully informed~~Be prepared to report on the condition of the organization-
- ~~3-4. Inform and support all Directors so that they status of ongoing projects as may contribute to the~~be requested at a Board effectively.meeting
- ~~4-5. Work~~Cooperate with the President and Committee chairs to ensure that Board Committees function effectively.
- ~~6. Assist Board members~~Provide administrative support to directors in better understanding corporate conformance with policies and recommendestablished by the Board.
- ~~5-7. Recommend~~ policy changes to the Board or the appropriate committee chair, as necessary.
- ~~6-8. Work cooperatively with the President and be responsible and accountable to the~~entire Board as a whole.

4.2.3. Other Responsibilities

The ~~Chief Executive officer~~CEO shall:

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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.

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~~2. Be responsible for the organization's achievement of its vision, mission, and goals.~~

~~3. Administer and implement all corporate policies.~~

4.2. Develop a public awareness program to promote GVR.

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5.3. ~~Assure~~Ensure the organization and its mission, programs, products and services are consistently presented in a strong, positive image to members.

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6.4. Be responsible for setting hours of operation for facilities, and for publicizing those hours by various GVR and non-member groups.

~~7. Be authorized to deny facility access to any group or to cancel any event, even if in progress.~~

8.5. Authorize the voluntary dissolution of GVR clubs.

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9.6. Perform other duties as prescribed by the Board of Directors.

SECTION 3 - COMPENSATION AND REVIEW

4.3.1. ~~Chief Executive Officer~~CEO Compensation

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

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4.3.2. ~~Chief Executive Officer~~CEO – Performance Appraisal Process

The Performance Appraisal ~~and Goals~~ shall be completed ~~on an annual basis~~ at least ~~annually~~ 30 days prior to the date of the Annual Meeting ~~of the Board of Directors. (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 ~~Chief Executive officer~~CEO at any time. In the case of a new ~~Chief Executive officer~~CEO, an ~~additional~~ evaluation shall be completed at ~~3 months, 6 months, 9 months and yearly.~~ If a new CEO is hired at any time other than the beginning of a calendar year, the annual

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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 ~~Chief Executive officer~~CEO from performing such duties and responsibilities as required by contract ~~or any other document of Green Valley Recreation, Inc., GVR's Bylaws and the Corporate Policy Manual.~~

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1. Importance of performance appraisal:

- a) ~~This is the regular process of both formally and informally providing feedback about an individual's implementation of his/her responsibilities. All employees deserve and expect ongoing feedback, whether formal or informal, and all employees should expect a formal appraisal conducted annually by the supervisor.~~
- b) ~~The process begins with the job description. The Board and Chief Executive officer must be clear about the responsibilities, scope of authority and limitations along with the standards and expectations of the job.~~
- c) ~~Self-evaluation is an important component of the process. The same form should be used by the Chief Executive officer and the Board. The self-evaluation must be considered during the review of performance.~~
- d) ~~At the conclusion of the process, the forms are filed in the employee's file. Previous year's results are used for the next year's evaluation.~~
- e) ~~The appraisal results form the basis for bonuses. Bonuses are formulated during the budgeting process and instituted within 30 days of the annual anniversary of the Chief Executive officer.~~

2.1. Elements of the The performance appraisal Process for the CEO:

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- a) A committee of the Board of Directors shall manage the performance appraisal and will conduct the performance appraisal interview. ~~If the President has been in office less than 6 months, inclusion of the Past President on the committee is necessary, if possible. This Committee shall consist of at least 3 Board members who have been in office for more than 1 year. No staff or non-board members shall participate.~~
- b) ~~The Current~~committee shall be chaired by the President ~~establishes the Committee and chairs it.~~
- c) ~~The Committee works if the President has been in office less than 6 months, the Past President shall serve on behalf of 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, and does not assume its authority regarding the CEO. The total Board serves as the evaluator and final arbiter of any issues related to performance of the CEO.

~~d) Committee responsibilities.~~

~~The committee members shall:~~

~~a) b) Be appointed and serve through the entire evaluation year.~~

2. Steps in the CEO performance appraisal process:

~~e) Draft any changes to the CEO Job Description and obtain Board input/approval, design the Performance Appraisal Process, including the necessary tools, and recommend to the Board the process and tools. The Board formally adopts the process and tools.~~

~~e) Initiate a) The Committee initiates the formal performance appraisal process, typically 2-3 months prior to the date of the Annual Meeting of the Board of Directors, 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.~~

~~e) Recommend b) The CEO provides the bonus to results of the Board following the annual performance appraisal.~~

~~e) Review and endorse the CEO's annual goals and professional development prior year work plan and inform the full Board.~~

~~f) Regularly review the job description, any relevant policies, the appraisal process, and recommend enhancements for review and action by the Board as necessary January 15.~~

3.1 Steps in the CEO performance appraisal process:

~~a) c) The Performance Appraisal 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.~~

~~b) Performance Evaluation forms, the CEO's contract, job description and progress to date on the CEO's Work Plan are provided to each~~

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Board member ~~for their completion and these are returned to the Committee.~~

~~e)d)~~ _____. The CEO completes a self-evaluation form ~~and returns it to the Committee. Completed evaluation forms are returned to the President by the end of the 1st week in February.~~

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~~d)e)~~ _____ The Committee meets and summarizes the Board's completed ratings and compares the results to the CEO's self-appraisal.

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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.

~~e) g)~~ _____ The Committee Chair ~~sends confidential memo to the Board and~~ convenes an Executive Session without the CEO to discuss the results and ~~recommendations.~~ bonus recommendation or other recommended action no later than March 1. The Board will discuss the appraisal ~~memo~~ and bonus recommendation, make changes if desired and then act. The minutes will reflect the action.

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~~f) h)~~ _____ The Board ~~assists the Committee in developing New Goals for the next year along with input from the CEO.~~

~~g)~~ _____ The Committee ~~(or a representative of)~~ meets with the CEO to discuss the results of the appraisal and the Board decision within a week of the Executive Session.

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3. Steps following the Appraisal Process

~~h)a)~~ _____ The CEO and the Committee modify the Goals for the next year, and work together to outline ~~the~~ a Performance Improvement ~~and Development Plan if necessary.~~

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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

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.

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.

- 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.

Part 4 – CEO

Section 1 – Authority of the CEO

4.1.1 General

10-3801. Requirement for and duties of board

- A. Each corporation shall have a board of directors.
- B. All corporate powers shall be exercised by or under the authority of and the affairs of the corporation shall be managed under the direction of its board of directors, subject to any limitation set forth in the articles of incorporation.

4.1.2 Fiscal Authority

Removes a statement that is not policy-related.

1. Corrects the name of the Strategic Plan
2. Adds responsibility for revenue receipts as well as expenses which are covered in #3. Revenue had not been included.
4. Adds responsibility to adhere to requirements of IRS designation.
5. Takes out an unnecessary sentence, clarifies
6. Expands responsibility to all users of GVR facilities.
7. Clarifies responsibility regarding non-dues revenue; this is also included in CEO contract and Strategic Plan. Saying that the CEO should seek approval of expense reports is backwards; if this should be in the CPM, it should be in Part 2, under the board's authority.
8. Could be stated differently: that CEO is responsible for keeping past due revenue to a minimum.

4.1.3 Programmatic Authority

Removes a statement that is not policy-related.

4. Clarifies intent

Section 2 - Responsibilities

4.2.1 Human Resources

Removes statement that is not policy-related.

2. Fixes typo.

4.2.2 Board Relationship

1. Defines how CEO reports to the board (from section 2.3 of employment contract)

2. Added presentation of work plan

3. Changes "participate" to "assist", changes concept from reporting to being prepared to report (Scott's request)

4. Specifies what CEO will report on

5. Clarification

6. Clarification

7. Separated from #6, clarification

8. Clarifies relationship with board

4.2.3 - Other Responsibilities

Old 2. The board is responsible for the achievement of mission, vision and goals via approval of the Strategic Plan which informs the CEO's Workplan.

Old 3. Stated elsewhere

Old 7. Stated in Part I.

New 1-6 - No change except for 1 grammar correction.

Section 3 - Compensation and Review

4.3.1 - CEO Compensation

Clarification. Adds review of employment agreement by counsel. Compensation package must include the rate of pay so it doesn't need to be mentioned.

4.3.2 - CEO Performance Appraisal Process

Clarification of language. "Importance of the Performance Appraisal" is removed because this is not a policy.

1. Re-organized only

2. Re-organized, no policy changes except for clarification of dates.
3. Moves all steps taken after review into a better-identified section.

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. Standing and Special/Ad Hoc~~ 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. Committee meetings will normally be open to all GVR members, but may be held in closed session, at the discretion of the committee or subcommittee chairperson~~ Committees are not required to follow Robert's Rules of Order.
- ~~4. The President may establish special or ad hoc committees comprised of members/assigned members in good standing, Directors and Administrative Staff.~~
- ~~5. Committees are not required to follow Robert's Rules of Order.~~
- ~~4.~~ 6. Meetings shall be set by the Chairperson and shall be conducted as needed, but not less than quarterly.
- ~~7. Committee members shall be GVR members in good standing, appointed by the Chairperson, and staff members selected by the Chief Executive officer.~~ 5. To the extent possible, (a) committees will include members knowledgeable about the functionality of that specific committee.
- ~~8. Directors may attend any GVR committee meeting, whether open or closed. To attend a meeting from a remote site, and (b) shall include, as much as possible, those GVR members who submit a request shall be made by email to the volunteer for the particular committee. The Committee Chair may solicit volunteers when there is an insufficient number of volunteers for the particular committee chairperson at least three business days prior to the meeting. Directors will be provided with all materials otherwise provided to committee members.~~

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

- ~~a.1.~~ 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.
- ~~b.2.~~ 2. Review and recommend ~~revisions~~amendments, when appropriate, to the governing documents of the Corporation.
- ~~c.~~ Endeavor to maintain a community link with residents of the greater Green Valley community.
- ~~d.3.~~ 3. Review and recommend Board action on group applications for GVR "Club Status."
- ~~e.4.~~ 4. Where appropriate, recommend modification to GVR club policies, in keeping with the best interest of the Corporation.
- ~~f.~~ Forward all proposed amendments to the Articles of Incorporation, the Corporate Policy Manual, and the Bylaws for updates and revisions. Changes may be editorial, necessary for continuity between governing documents, necessary due to changes made in Board or committees meetings, or proposed by member input.
- ~~g.5.~~ 5. Forward ~~all proposed revisions~~ to the ~~Articles of Incorporation and Bylaws to legal counsel for opinion, including the effect on tax exempt status. After consultation, the specific wording of the recommended modifications~~review. Proposed amendments, as may be revised by counsel, shall be forwarded to the Board for ~~their~~ review and appropriate action.
- ~~h.6.~~ 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.

- i.7. Meet with Club officers to adjudicate any disputes concerning the Annual Club Agreement.
- j.8. ~~If a committee wishes~~ With respect to ~~make changes~~ amendments to the ~~Corporate Policy Manual (CPM):~~ proposed by other committees, the following protocol applies:
- The committee will provide a paragraph stating the purpose and goal of the proposed changes amendment(s) to the Board Affairs Committee (BAC).
 - If the BAC approves the purpose and intent, of the proposed amendment(s), the BAC will forward to GVR's legal counsel to draft ~~changes~~ the amendment(s).
 - The draft changes amendment(s) will be presented to the BAC and the committee submitting the request.
 - If approved by both the BAC and the committee, the draft will be forwarded as a recommendation to ~~GVR~~ the Board ~~of Directors~~ 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 ~~members~~ with experience in financial management: and GAAP (Generally Accepted Accounting Principles).

3.3.2 Responsibilities

- 2.1. Review and assist in presenting the annual budgets to the Board. Such review will consist of recommending Reserve funding, the disposition of ~~the Revenue/Expense Adjustment, any Surplus~~ and the amount transfers of ~~the Capital Fund~~ Operating Cash ~~Account~~.
- 3.2. Monitor progress toward achievement of annual ~~fiscal~~ financial objectives.
- 4.3. 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 balance sheet),~~ Investment Portfolios, and report to the Board, as appropriate.
- 5.4. Coordinate with the GVR Audit Committee: and GVR Investment Committee.
- 6.5. Review and recommend policy to assure financial ~~control~~ controls.

~~7.6. Recommend~~After reviewing staff input, recommend the establishment and the amount of ~~tenant dues, fees, membership dues, initial fees, transfer fees,~~ and assessments.

~~7. Coordinate with the Planning and Evaluation Committee as it relates to proposed expenditures for capital improvements.~~

~~7.8. Recommend~~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.

~~8.7. Coordinate with the Planning and Evaluation Committee as it relates to proposed expenditures for capital improvements.~~

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 ~~members with~~ 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

~~The Audit Committee shall consist of two or more GVR~~To the extent possible, the committee will include members ~~who should have knowledge~~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:

- ~~b)~~a) _____ To recommend a CPA firm to the GVR Board to act as the corporation's independent auditor.
- ~~e)~~b) _____ To review the independent auditor's terms of engagement.
- ~~d)~~c) _____ To review the results of each audit including opinion qualifications or expectations.
- ~~e)~~d) _____ To review the auditor's management letter and GVR management's response.
- ~~f)~~e) _____ To review issues and disputes that may arise between GVR management and the independent auditor during an audit.
- ~~g)~~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 Chairperson shall be a Director, recommended by the President and approved by the Board of Directors.~~
- ~~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. _____~~
- 1. The members of the Committee selected by the Chairperson shall represent various GVR geographic areas to the extent possible. ~~Committee members will serve a one (1) year term, provided however, any~~
- 2. Any member of the Committee who becomes a candidate for election to the Board of Directors shall resign from the Committee immediately.
NOTE: refer to CPM Section VI, Subsection 4(B)(1) and (7)
- ~~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)~~
- 4. _____

3.6.2. Responsibilities

- 1. Nominations

- a) Determine the ~~qualifications and~~ 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) ~~Obtain names of~~ Staff will determine the eligibility and good standing of any candidates submitted by nomination petition ~~to the Secretary, within the deadline (sixty (60) days prior to the annual~~ 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), if any, and determine the qualifications and eligibility of same.

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 the date of ballot delivery 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) Each candidate shall appoint two (2) GVR members, who are in good standing, to participate in the validation and counting of paper ballots.~~
- hg) 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 Elections Election Chairperson ~~or their representative.~~

3. Election Results

- a) The Committee shall ~~have~~confirm the validation/counting process ~~completed~~ 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 Secretary of Directors of the results of the election.
- ~~d) In the election of Directors, if~~ d) If there are fewer than fifty (50) valid votes separating the last successful candidate and the first unsuccessful candidate in ~~the~~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 ~~Committee~~ 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 ~~these~~the results of the election in GVR's permanent records and the ballot materials for ~~a period not less than~~at least three (3) years in accordance with the Arizona Nonprofit Corporation Act.

5. **Board Orientation & Training**

ArrangeShall suggest topics to GVR staff for inclusion of appropriate in-service training, as ~~required~~needed, for the Board. EnsureShall 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 ~~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) 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) b.~~—The terms and wording for any contract between GVR and an IM/IA.
 - ~~c) 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) a.~~—Complete due diligence and evaluation of each IM/IA at the end of each quarter or more frequently if required.
 - ~~b) 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.~~—A serious and meaningful violation of the IPS.
 - ~~b) b.~~—A potential replacement of an existing IM/IA.
 - ~~c) c.~~—Any update requested by the Board of Directors.
4. Collaborate with the CEO/CFO concerning the following:
 - ~~a) 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) 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) a.~~ An IPS for each of the accounts that comprise the IAs.

~~b) b.~~ An investment management contract for each IM/IA hired by GVR.

~~c) c.~~ Minutes of each meeting of the IC.

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.

Notes to Revisions to CPM

Part 3 – Committees

This Part was separated from Part 2 - Board of Directors for readers' convenience.

Section 1 – General**3.1.1 – Terms of Board Committee Chairpersons**

No changes

3.1.2 – Committees of the Board of Directors

1. All Committee Chairs must be Directors.

2. No change

3. Bylaws state that committee meetings may be closed (Art VIII, Section 5)

Old 4. Deleted- stated in Bylaws

Old 5. Moved to 3

Old 7. – First sentence is stated in Bylaws, second sentence becomes new 5.

Old 8. Directors not on the committee may not attend closed committee meetings – Per the bylaws, board members do not have any rights greater than general members. This was changed in the 2019 term, and apparently had no legal guidance. **If the board wants to debate this, it needs to be in executive session because it involves legal opinions.**

Balance included in #5.

New 6. Per Bylaws, Chair selects committee members, so one year term is standard.

New 7. The Code of Conduct contains the confidentiality agreement for board members. Any committee could potentially address subjects that must be kept confidential, so signing a confidentiality agreement is required. – If someone wants to remove it, make a motion to amend.

Section 2 – Board Affairs Committee**3.2.1 – Duties and Responsibilities**

Old c – the CEO is responsible for maintaining community links, not the Board Affairs Committee

Old f – Simplified language without changing meaning.

Other changes are clarified language, no policy change.

Section 3 – Fiscal Affairs Committee

3.3.1 – Membership Considerations

Added experience with GAAP as request of FAC

3.3.2 – Responsibilities

Clarified at the request of FAC

Section 4 – Planning and Evaluation Committee

No changes

Section 5 – Audit Committee

3.5.1. – Membership

Number of committee members is up to the Chair.

3.5.2 – Responsibilities

No changes

Section 6 – Nominations & Elections Committee

3.6.1 – Membership

Revised to be consistent with Bylaws without restating

3.6.2 – Responsibilities

1. Nominations

- a) Bylaws determine “qualifications”
- b, c) No change
- d) Clarifies process

2. Election Process

- a) Changed to give staff and voting company time to prepare
- b-f) No change
- old g) Unnecessary since the counting of ballots is outsourced
- new g) Clarifies process

3. Election Results – changes are clarification, not policy

4. Post Election – Change to comply with AZ Nonprofit Corp Act

5. Board Orientation & Training – Clarifies

Section 7 – Investments Committee

3.7.1 – Membership

No change

3.7.2 – Responsibilities

Identified what IA stands for.

PART 2

— BOARD OF DIRECTORS

SECTION 1 — POWERS, DUTIES, AND RESPONSIBILITIES

~~2.1.1 Responsibilities.~~ The Board is responsible for governing in a manner that emphasizes strategic leadership rather than administrative detail. It is to be proactive in its decision making and maintain a clear delineation between staff and Board roles. In this spirit, the Board will:

Develop and approve an **2.1.1 Responsibilities**

1. Participate in development, review and approval of annual ~~budget~~budgets and ensure proper financial controls are in place.
2. Recruit ~~and orient~~candidates, ensure orientation of new Board members and assess Board performance.
- ~~3. Select and evaluate the Chief Executive officer on at least an annual basis.~~
- ~~4. Focus on the intended long-term goals of the organization, not on the administrative or programmatic means of attaining these goals.~~
- ~~5.~~3. Establish~~Evaluate~~ and establish policies which address~~addressing~~ (a) the ~~products/services~~ (based on needs vs costs vs member benefits). ~~(b) Ethical and other boundaries for which the staff shall be held accountable,~~ (c) ~~Board~~Board and Committee roles and responsibilities, and ~~(d)~~ Board/Committee/staff relationship.
- ~~6. Discipline itself as to attendance, speak with one voice and adhere to policy governance.~~
- ~~7. Be accountable to the membership by competently, conscientiously and effectively executing its governing obligations.~~

2.1.2. — Powers of The Board —updated 5/24/2017

1. ~~The Board shall be the governing Board of Directors of GVR, establishing policies and monitoring compliance with those policies. The Board shall participate~~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:
 - ~~2.1.~~ 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. ~~The Strategic~~

~~Plan and its annual update shall help drive the 5-year plan for GVR.~~ 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 ~~5-Year~~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 ~~5-year plan~~Strategic Plan shall provide the primary basis upon which annual budget recommendations are made.
- d. Progress Updates to the Board – ~~The 5-year~~Strategic plan shall be a standing element report of Board and Board committee meetings, relevant to the charge of each particular committee. Written status ~~papers~~reports will be provided to the Board ~~prior to annual retreats~~at least annually.

2.1.3—~~Director~~ 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 ~~recent election. Priority will be given to the candidate who received the higher number of votes.~~recently completed election.
2. The Board President will contact unsuccessful candidates in ~~an~~the order ~~based on~~of the number of votes each received, ~~(from highest to lowest),~~ to determine willingness to fill the ~~Board~~-vacancy.
3. If there is no unsuccessful candidate from the most ~~recent~~recently completed election who is willing and able to serve as a ~~Successor Director~~successor director, the Nominations & Elections Committee shall recruit individuals from among regular members in good standing to ~~serve as a Successor Director~~fill the vacancy, and will present a slate of candidates to the Board of Directors.
4. Candidates for the ~~Successor Director~~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 ~~Successor Director~~the director shall occur.
5. The Board will vote by secret ballot to elect ~~a Successor Director~~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.
- 1.2. Nominations from the floor will not be accepted.
- 2.3. Election for each office follows its seniority in the Bylaws: President, Vice President, Secretary, Treasurer, Assistant Secretary, and Assistant Treasurer.
- 3.4. The present President, or in his/her stead, the ~~Chief Executive officer~~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 ~~should~~**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—Adopted 06/03/14~~

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 ~~either~~ 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 ~~sent to members~~.
 4. Directors vote to approve the proposed agenda at the Board Meeting. ~~The~~Prior to the vote, the agenda may be amended by a ~~two-thirds (2/3)~~ 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 ~~agenda~~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 ~~updated 5/24/16~~

- ~~1.~~ 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 and are open to the general membership.
- ~~2.~~ Special 2. The President shall preside over all meetings and work sessions of the Board may be called by. If the President is unable or the Vice President, duerefuses to special circumstances or preside at the request of any two (2) Directors. Directors will be given two (2) days written notification of any special a regular meeting. An agenda will be provided once, the highest-ranking officer in attendance shall preside over the meeting is set. 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. 3. Meetings shall be conducted under the latest edition of Robert's Rules of Order, Newly Revised, unless otherwise determined by the Board.
- 4. 4. Regular Board meetings shall be held at least quarterly, at a place and time determined by the Board.
- 5. 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.
 - e)f) Votes will be taken by a show of hands (or vocal, if attending electronically).
 - f) ~~To vote on a subject, a formal motion must be made.~~
 - 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.
- 6. 7. GVR members shall be permitted to address the ~~Presiding~~presiding officer ~~of the~~ at a Board Meeting or Work Session to provide input, subject to the following protocols:
 - a)a) Member comments shall be addressed to the ~~Presiding~~presiding officer and shall ~~not~~ address only the topic under discussion, not the actions of one or more individual directors.
 - e)b) No member may speak until recognized by the ~~Presiding~~presiding officer. No member may interrupt another member while he/she is speaking.
 - d)c) Members shall act in a courteous and civil manner.
 - e)d) A member must identify him/herself by name and provide their GVR ~~Number~~number or GVR property address prior to addressing the ~~Presiding~~presiding officer.
 - f)e) Members are encouraged to provide written comments in addition to verbal remarks.
 - e)f) Members may speak to action items being considered at each regular or special ~~session~~meeting of the Board after all Directors ~~had~~ have had an opportunity to speak to the issue and for no more than ~~one (1) minute~~two (2) minutes, unless additional time is allotted by the ~~Presiding~~presiding officer.
 - h)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~~presiding officer.

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

~~7.~~ 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.

~~2.3.4.~~ 3 **Minutes of Board Meetings** ~~—updated 9/25/2018~~

1. The ~~Director of Administrative Services~~CEO, or ~~other~~his or her designee, shall take minutes at regular, annual ~~and~~, 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 ~~Director of Administrative Services~~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 ~~as well as~~, and any Director abstaining from ~~said vote. The person providing the second will not be named in the minutes.~~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.

~~SECTION 4 — CODE OF CONDUCT~~

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

SECTION 4. CODE OF CONDUCT

2.4.1 - Board Code of Conduct ~~—updated 8/26/2020~~

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~~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

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 ~~or~~ 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 ~~Chief Executive Officer~~CEO to make contact with GVR’s legal counsel, as needed.
4. The ~~Chief Executive Officer~~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, ~~detailing the reason for needing to review the records/data/information, and shall be~~ 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 ~~or a committee,~~ the CEO will forward the request to the GVR Board ~~or the appropriate committee~~ to be placed on the agenda of the next meeting. ~~–If the request is approved by the Board or committee,~~ the CEO shall ~~provide~~post the ~~requested records/data/information~~ to the Board website as soon as practical ~~to all directors.~~

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.

Notes on Revisions to CPM

Part 2 – Board of Directors

Section 1 – Powers, Duties and Responsibilities

The board's charter is spelled out in the Bylaws. *"The affairs of GVR shall be governed by a Board of Directors consisting of twelve (12) voting members who shall be elected from the members of The Corporation residing within the jurisdiction of GVR."*

Intro moved to 2.1.3

2.1.1 – Responsibilities

1. Board does not develop the budget – clarifies board's role
2. Board recruits candidates to run, not board members
- 3,4 – moved
- New 3 – Language clarified
- 6, 7 – moved to 2.1.3

2.1.2 – Powers of the Board (See Recommendation by BAC)

Refers to powers conferred via the Bylaws, then adds powers that are not specifically stated in the Bylaws

1. Clarifying names of Strategic and Capital Plans

2.1.3 - Principles of Governance

This new section describes how the board behaves. The points were developed by the Governance Subcommittee, with reference to Carver Policy Governance, the ABA's Guidebook for Directors of Nonprofit Corporations and the College Park Rules & Procedures for the Mayor and City Council, provided by Scott.

2.1.4 – Vacancies

No policy changes, only clarification.

Section 2 – Officer Elections

A few word changes, no policy changes

Section 3 – Board Meetings and Work Sessions

(Work Sessions were previously not in the CPM)

2.3.1 – Rules of Order for Agenda Preparation

1. Requires agenda items to be in writing, which is only fair; adds Work Session; a) specifies that exhibits are related to motions c) if no action item, the issue can be dealt with at a Work Session; d) requires the President to accept all justified requests.

2. Corrects typo

3. Corrects grammar

4. Clarifies the process for changing the agenda at a meeting.

5. Corrects typo

7. Explains difference between Work Session and Board Meeting.

2.3.2 – Protocol and Conduct for Board Meetings

1. Clarifies

2. No policy change. Bylaws Art IV, Sec 3 covers 2 directors calling a meeting.

3,4 – no change

5. e) is moved

6. This is current practice

7. How members may address the board. The only changes are to specify that members must speak to the topic under discussion and allow 2 minutes on items being considered.

8. Clarification.

2.3.3 – Minutes of Meetings

1. Adds Work Sessions

2,3 – no change

4. Requires notation of motion seconders and that minutes include directions given to staff. The Board Affairs Committee members agreed that the seconder should be named and that directions to staff are an important part of the minutes.

Section 4 – Code of Conduct

2.4.1 – Board Code of Conduct

No changes made

2.4.2 – Code Enforcement Procedures

No changes made

Section 5 – Miscellaneous

2.5.1 – Use of Legal Counsel

No changes made

2.5.2 – Director Requests for Records/Data/Information

Previously approved by the board.

1. Improve grammar
2. Removes committees from the process, and directs that CEO post responses rather than email them to the board.