

## EXHIBIT 2A

Sect VI-2

SECTION VI – BOARD / BOARD COMMITTEES

SUBSECTION 2. BOARD OFFICERS: NOMINATIONS AND ELECTIONS

A. 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 **Vice President** ~~Chief Executive officer~~ shall administer the election until the new President has been elected.

Sect. VI-3-B

SECTION VI – BOARD / BOARD COMMITTEES

SUBSECTION 3. BOARD MEETINGS

A. RULES OF ORDER FOR AGENDA PREPARATION

1. Items for agenda consideration are submitted to the President **or Vice President** and CEO (or their respective designee) by 12 p.m. (noon) six (6) business days prior to the date of the Board meeting.
  - a) Exhibits submitted by Board members **or the CEO** must include any 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 President refuses to place an item on the agenda, the board member may ask for a review by the four board officers. Approval by three will place the item on the next agenda when background materials, recommended action, and rationale required for an understanding of the issue is provided.** If the deadline for agenda preparation, including background is not met, the item will be placed on the next Board meeting agenda.
2. A proposed meeting agenda ~~is~~ and all meeting documents **will be compiled or** developed by the Board President and **include reports or other administrative issues added at CEO request** by close of business four (4) **full** 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. **If material is not distributed in a timely manner, the issue will be removed from the agenda.**
3. Two (2) **full** business days prior to the Board meeting the proposed agenda **and all meeting documents** will be sent to the Board of Directors, posted on the GVR website, and via an e-blast sent to members.
4. Directors vote to approve the agenda at the Board Meeting. The agenda may be amended by a two-thirds (2/3) vote of Directors present.
5. Regular Board meeting agenda 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. **All non-confidential meeting documents shall be made available to GVR members on the GVR website.**

A committee is chosen by the chairperson - Our bylaws clearly state that each committee chairperson chooses their own committee.

*Note: The CEO is hired by the Board and works under the direction of the board. Legal questions should go to the President and Vice-President – NOT the CEO:*

Several issues here are against Carver and do not comply with bylaws. (Lines 3 and 7 – CEO does not appoint committee.)

BOB

#### Section VI. Subsection 4.

**B. Committees of The Board of Directors (updated May 22, 2018) 1. Standing Committee Chairpersons shall be Directors, appointed by the Board President. Ad Hoc and Special Committee Chairpersons shall be appointed by the President but need not be Directors. All Chairpersons must be approved by the Board. Chairpersons must be Directors**

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Sect VI-4

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SUBSECTION 4. BOARD COMMITTEES' DUTIES AND RESPONSIBILITIES

#### **B. Committees Of The Board Of Directors**

1. ~~Standing Committee Chairpersons shall be Directors, appointed by the Board President. Ad Hoc and Special Committee Chairpersons shall be appointed by the President.~~ All Chairpersons must be approved by the Board.
2. The Board will establish the duties and responsibilities of the **standing** committees. **The purpose, duties and duration of special or ad hoc committees shall be established by the President with Board approval.** 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.~~
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.
6. Meetings shall be set by the Chairperson and shall be conducted as needed, but not less than quarterly.
7. At least one other committee member shall be a Director of the Board. Committee members shall be GVR members in good standing, appointed by the Chairperson **or removed by the Chairperson** ~~and staff members selected by the Chief Executive Officer.~~ To the extent possible, committees will include members knowledgeable about the functionality of that specific committee.

#### COMMENTS:

B.1. Bylaws require that all committee chairs be Directors.

B.2. Per the bylaws, The Board is charged with establishing the duties of the Standing Committees. The President is charged with establishing Special or Ad Hoc committees including the purpose, duties and duration subject to Board approval.

B.4. The committee chair selects the committee members.

B.7. The committee chair selects the committee members. The CEO appoints Committee liaison.

Reference: Bylaws: Article VIII (Committees of the Board of Directors), Section 3 (Composition of Committees) states, "committee members shall be selected by the **Chairperson** of the committee", provided, however, that "the President shall be an ex-officio member of all committees excluding Nominations & Elections, and Audit Committees."

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

Section 4: Responsibilities of Officers

**A. President.** The President shall preside at all meetings of the Board of Directors and at meetings of the membership and shall carry out all orders and resolutions of the Board of Directors and shall sign all formal written instruments such as notes, leases, mortgages, deeds, and contracts other than recurring operational contracts which the Board by appropriate resolution has exempted from this requirement. Contracts signed by the President must receive prior legal review and Board approval. **The President shall nominate chairpersons of the Board Committees**, submit these nominees for Board approval, and in cooperation with the Chief Executive Officer, ensure effective work of these committees. In the absence of the President, the Vice President shall perform all the duties of the President. Should the Vice President also be absent, the duties of the President shall be performed by the Senior Officer present.

#### **ARTICLE VIII – COMMITTEES OF THE BOARD OF DIRECTORS**

##### **Section 3: Composition of Committees**

The Chairperson of the Audit Committee shall be nominated by the President of the Board and the Finance Director of the Corporation with Board approval. **The Chairperson of each Standing and other Special Committee(s) of the Board shall be a member of the Board nominated by the President with Board approval.** Committee members shall be members of The Corporation and/or members of the operations staff. **Committee members shall be selected by the Chairperson of the committee.** The President shall be an ex-officio member of all committees excluding Nominations & Elections, and Audit Committees.

### **Section 5: Open Meetings**

All Committee meetings, subcommittee meetings and working session meetings are closed or open meetings at the **discretion of each such Committee.**

### **Bylaws cited to bring our CPM into compliance**

Bylaws ARTICLE VII — OFFICERS AND CHIEF EXECUTIVE OFFICER

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**The President shall nominate chairpersons** of the Board Committees, submit these nominees for Board approval, and in cooperation with the Chief Executive Officer, ensure effective work of these committees. In the absence of the President, the Vice President shall perform all the duties of the President. Should the Vice President also be absent, the duties of the President shall be performed by the Senior Officer present.

BYLAWS ARTICLE VIII – COMMITTEES OF THE BOARD OF DIRECTORS

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