



**GVR Mission Statement:** *"To provide recreational, social and leisure education opportunities that enhance the quality of our members' lives."*

## **MINUTES**

### **BOARD AFFAIRS COMMITTEE SPECIAL MEETING - Open**

Thursday, November 5, 2020  
2:00pm MST – Teleconference

**Committee Approved – January 14, 2021**

**ATTENDEES:** Christine Gallegos (Chair), Nina Campfield, Joyce Finkelstein, Connie Griffin, Richard Kidwell, Fred Monique, Blaine Nisson, Bob Northrup, Michael Zelenak, Jen Morningstar (Interim CEO)

**GUEST:** Wendy Ehrlich, Esq.

**STAFF LIAISON:** Karen Miars

**VISITORS:** 4

**I. Call to Order**

Chair Gallegos called the meeting to order at 2:00pm MST.

**II. Roll Call / Establish Quorum**

Roll call by Karen Miars; Quorum established.

**III. Adopt Agenda**

**MOTION: Monique / Seconded. Adopt Agenda as presented.  
Passed: unanimous**

**IV. Approve October 8, 2020 Meeting Minutes**

**MOTION: Finkelstein / Seconded. Approve October 8, 2020 Meeting Minutes as presented.  
Passed: 6 yes / 3 abstain (Campfield, Griffin, Nisson)**

**V. Introduction of New BAC Members** – Chair Gallegos welcomed new BAC members Nina Campfield, Connie Griffin, and Blaine Nisson.

**VI. Approve Amended & Restated Bylaws of GVR** – GVR Attorney Wendy Ehrlich responded to questions and concerns regarding the Amended and Restated Bylaws.

**MOTION: Zelenak / Seconded. Approve the Amended and Restated Bylaws of Green Valley Recreation, Inc. for recommendation to the GVR Board of Directors to place on the 2021 Ballot.**

**MOTION TO AMEND #1: Northrup / Seconded. Retain original language, which was removed in the Amended & Restated Bylaws:**

**5.5 Voting Rights: In the event that more than one (1) vote is cast for a particular GVR Property, none of the votes shall be counted and all of the votes for such GVR Property shall be deemed void.**

**Passed: unanimous**

**MOTION TO AMEND #2: Nissan / Seconded. Accept the recommendation as it is outlined in 7.1 Regular Meetings: Regular meetings of the Board shall be held at least four (4) times per fiscal year and shall be fixed on a schedule determined by the Board and published to the GVR Membership.**

**Passed: 8 yes / 1 no (Griffin)**

**MOTION TO AMEND #3: Kidwell / Seconded. Amend the Restated Bylaws by changing the third sentence of 6.2 Term of Directors: No Director may serve more than two (2) consecutive terms. Any part of any term served as a successor director counts as a full term. However, a former director may be reelected after one (1) or more years' absence from the Board.**

**Passed: unanimous**

**MOTION TO AMEND #4: Morningstar / Seconded. Have the Restated Bylaws 8.6 Signing of Checks, the second sentence, as a separate Bylaws Amendment on the 2021 Ballot: Any check in an amount of less than \$2,500.00 shall be signed by the Chief Executive Officer in conformance with procedures as shall be set forth in the Corporate Policy Manual; and, retain the original language of the second sentence: Any check in an amount of less than \$2,500.00 may be signed by the CEO with the stipulation that a log is kept reflecting the two (2) department heads that reviewed the checks prior to its execution. Month-end statements shall be reviewed by two (2) officers of The Corporation as soon as practicable after their completion.**

**Passed: unanimous**

**MOTION TO AMEND #5: Monique / Seconded. Remove the second sentence from the Restated Bylaws - 9.4 Subcommittees: Subcommittee members shall be selected by the chairperson of the committee overseeing such subcommittee from among GVR members.**

**Passed: unanimous**

**MOTION TO AMEND #6: Nissan / Seconded. Have a separate Bylaws Amendment on the 2021 Ballot under 9.4 Subcommittees: Subcommittee members shall be appointed by the parent committee chair in consultation with the Subcommittee Chair.**

**Passed: 7 yes / 2 no (Finkelstein, Northrup)**

**AMENDED MOTION: Zelenak / Seconded. Approve the Amended and Restated Bylaws of Green Valley Recreation, Inc. for recommendation to the GVR Board of Directors to place on the 2021 Ballot as amended:**

**1) Retain original language, which was removed in the Amended & Restated Bylaws: 5.5 Voting Rights: In the event that more than one (1) vote is cast for a particular GVR Property, none of the**

votes shall be counted and all of the votes for such GVR Property shall be deemed void.

- 2) Accept the recommendation as it is outlined in 7.1 Regular Meetings: Regular meetings of the Board shall be held at least four (4) times per fiscal year and shall be fixed on a schedule determined by the Board and published to the GVR Membership.
- 3) Amend the Restated Bylaws by changing the third sentence of 6.2 Term of Directors: No Director may serve more than two (2) consecutive terms. Any part of any term served as a successor director counts as a full term. However, a former director may be reelected after one (1) or more years' absence from the Board.
- 4) Have the Restated Bylaws 8.6 Signing of Checks, the second sentence, as a separate Bylaws Amendment on the 2021 Ballot: Any check in an amount of less than \$2,500.00 shall be signed by the Chief Executive Officer in conformance with procedures as shall be set forth in the Corporate Policy Manual; and, retain the original language of the second sentence: Any check in an amount of less than \$2,500.00 may be signed by the CEO with the stipulation that a log is kept reflecting the two (2) department heads that reviewed the checks prior to its execution. Month-end statements shall be reviewed by two (2) officers of The Corporation as soon as practicable after their completion.
- 5) Remove the second sentence from the Restated Bylaws - 9.4 Subcommittees: Subcommittee members shall be selected by the chairperson of the committee overseeing such subcommittee from among GVR members.
- 6) Have a separate Bylaws Amendment on the 2021 Ballot under 9.4 Subcommittees: Subcommittee members shall be appointed by the parent committee chair in consultation with the Subcommittee Chair.

Passed: unanimous

**VII. Proposed CPM Revision: Advertising**

**MOTION:** Morningstar / Seconded. Amend the Corporate Policy Manual (CPM) Appendix I: Subsection 5. E. as follows, for recommendation to the GVR Board of Directors:

**CORPORATE POLICY MANUAL**

**APPENDIX I – BOARD POLICIES**

**SUBSECTION 5. GVR ADVERTISING & SPONSORSHIP POLICY**

**E. DIRECTORS**

A company or other for-profit entity in which a GVR Director has a financial interest is prohibited from participating in the Advertising and Sponsorship Program.

Passed: unanimous

**VIII. Non-Director Chair a Committee Meeting** - Chair Gallegos stated, per legal counsel, a Committee Chair can have a non-director committee member chair a committee meeting in their absence.

**IX. Member Comments** – 0

**X. Next Meeting** – December 10, 10:00am, Electronic

**XI. Adjournment**

**MOTION: Monique / Seconded. Adjourn meeting at 4:00pm MST.**

**Passed: unanimous**