



AGENDA

Special Meeting

Board Affairs Committee

Tuesday, November 30, 2021

1:00 – 3:00 PM

West Center, Room 2/Zoom

Committee: Nina Campfield (Chair), Larry Backus, Joyce Finkelstein, Regina Ford, Connie Griffin, Lynn Janklow, Bev Lawless, David Messick, Tony Zabicki, Mike Zelenak (ex officio), Scott Somers (CEO), Nanci Moyo (Liaison/Administrative Supervisor)

<u>Agenda Topic</u>	<u>Action</u>
I. Call to Order	
II. Roll Call / Establish Quorum	
III. Approve November 9, 2021, Meeting Minutes	X
IV. Chair Comments	
V. Reports <ol style="list-style-type: none">1. Bylaws Subcommittee (Finkelstein)2. Governance Subcommittee (Lawless)	
VI. Business <ol style="list-style-type: none">1. Amend motion from 6/8/21 meeting2. Approve and Recommend acceptance of CPM organizational structure3. Approve and Recommend CPM Amendments – Parts 2, 3 and 4	
VII. Old Business <ol style="list-style-type: none">1. Fee Name Change	
VIII. Member Comments	
IX. Adjournment	

Next Meeting: December 14, 2021, West Center, Room 2/Zoom, 1:30-3:00pm



MINUTES

Board Affairs Committee

Tuesday, November 9, 2021

1:30pm MST – West Center, Room 2 / Zoom

Posting Approved by Chair Nina Campfield, November 18, 2021
Pending Committee Approval

Committee: Nina Campfield (Chair), Regina Ford, Connie Griffin, *Lynn Janklow, Bev Lawless, David Messick, Mike Zelenak (ex officio)

Absent: Joyce Finkelstein, Tony Zabicki

Staff Present: Kris Zubicki (Recreation Services Director), Amanda McDermott (Membership), Karen Miars (Meeting Scribe)

Visitors: 5

I. Call to Order

Chair Campfield called the meeting to order at 1:27pm MST.

II. Roll Call / Establish Quorum

Roll call by Karen Miars; quorum established.

III. Approve October 21, 2021 Meeting Minutes

MOTION: Messick/Seconded. Approve the October 21, 2021, Meeting Minutes as presented.

Passed: unanimous

IV. Chair Comments

V. Subcommittee Reports

1. Bylaws Subcommittee – The subcommittee is working on a promotional campaign for the Amended & Restated Bylaws to come before the voting members with two Member Forums scheduled.

2. Governance Subcommittee – no report

VI. New Business

1. Revise CPM – Member Fees

Chair Campfield reviewed proposed changes to Section II. Membership, Subsection 3. Annual Dues, Annual Dues Installment Payment Plan, Initial Fees, Fees for Services. Discussion followed regarding changing the name of the Property Acquisition Capital Membership Change Fee.

*Lynn Janklow joined the meeting.

MOTION: Campfield/Seconded. Approve proposed changes to the Corporate Policy Manual (CPM), Section II.3. per the attached, not to include the Fees name changes for the Property Acquisition Capital Fee and the Transfer Fees.

Passed: unanimous

Chair Campfield to meet with GVR Staff Zubicki and McDermott regarding appropriate name changes for the Property Acquisition Capital Fee and the Transfer Fees.

2. Recording of GVR Meetings

MOTION: Campfield/Seconded. Board Affairs Committee recommends to the Board that Board and Committee meetings be recorded only for the purpose of allowing staff to draft accurate minutes and that thereafter, recordings be deleted.

Passed: 4 yes / 2 no (Griffin, Lawless), 1 abstain (Janklow)

3. Sanctions for Violating Email Policy

MOTION: Campfield/Seconded. Board Affairs Committee recommends to the Board that the Board of Directors email be used solely for informational purposes; that misuse of Board email will result in the loss of SEND privileges by the offending party; and that staff be charged with providing the technology to support this and the CEO to establish the protocol.

MOTION TO TABLE: Zelenak/Seconded. Table this for further discussion about implementation.

Motion to Table Passed: unanimous

4. Speaking Times

MOTION: Campfield/Seconded. Board Affairs Committee recommends to the Board to amend the Corporate Policy Manual (CPM) Section VI.3.B. Protocol and Conduct for Board Meetings per the attached as amended.

Discussion:

- B.5.b) **Add:** Board members will wait until a speaker has **yielded the floor finished** before raising their hands to be recognized.
- B.5.e) **Add:** Each board member may speak twice on a motion at the same meeting, but will not be recognized **a second time** until every other board member has had a chance to speak."

Passed: unanimous.

VII. Member Comments – addressed during meeting.

VIII. Adjournment – Meeting adjourned at 2:58pm MST.



Green Valley Recreation, Inc.

Exhibit: Amend Prior Motion
Board Affairs Committee
November 30, 2021

Background:

The motion made and passed at the June 8 BAC meeting to place the Amended and Restated Bylaws on the 2022 ballot does not specifically state that the board recommends members vote in favor. Although not necessary, it will eliminate controversy if the board amends its original motion.

The following motion follows Roberts Rules of Order.

Motion:

I move that the June 8 motion “Approve recommendation to the Board of Directors to place the Amended and Restated Green Valley Recreation, Inc. Bylaws on the 2022 Ballot to include only the necessary changes to be in compliance with the Arizona Revised Statutes (A.R.S.)” be amended to read: “Approve recommendation to the Board of Directors to place the Amended and Restated Green Valley Recreation, Inc. Bylaws, **Version 3** on the 2022 Ballot **and recommend that members vote to approve it.**”



Green Valley Recreation, Inc.

Exhibit: CPM Re-organization
Board Affairs Committee
November 30, 2021

Background:

GVR's Corporate Policy Manual is being revised. In order to allow time to review and discuss each section, it is necessary to adopt the new outline.

Motion:

I move to recommend that the Board of Directors accept the following organization and structure for GVR's Corporate Policy Manual:

- Part 1: Membership
- Part 2: Board of Directors
- Part 3: Committees
- Part 4: Chief Executive Officer
- Part 5: Fiscal/Accounting
- Part 6: GVR Programs and Clubs
- Part 7: Communications
- Part 8: Risk Management
- Part 9: Human Resources
- Part 10: Miscellaneous

Discussion:

The new outline puts all sections dealing with a particular subject in the same Part, making the CPM easier to use and eliminating duplications.

Approval of only the major headings is requested at this time.

Attachment:

A draft of the current detailed recommended table of contents

PART 1: MEMBERSHIP

SECTION 1 - DUES AND FEES

1.1.1 General

1.1.2 Annual Dues

1.1.3. Annual Dues Installment Payment Plan

1.1.4. Initial Fees

1.1.5. Property Acquisition Capital Fee

1.1.6 Other Fees

1.1.7. Member Payment Transactions

1.1.8 Delinquencies

SECTION 2 - USE OF GVR FACILITIES

1.2.1. Identification Cards

1.2.2. Guest Policy

1.2.3. Life Care Privilege

1.2.4 Code of Conduct

1.2.5 Rules and Regulations

1.2.6. Special Facility Use Rules and Regulations

SECTION 3 - SUSPENSION OF PRIVILEGES

1.3.1 Suspension for Delinquency

1.3.2 Suspension for Conduct

1.3.3 Effects of Suspension

PART 2: BOARD OF DIRECTORS

SECTION 1 - POWERS, DUTIES, AND RESPONSIBILITIES

2.1.1 Responsibilities.

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

2.1.3 Director Vacancies

SECTION 2 - OFFICER ELECTIONS

2.2.1 General

2.2.2 The Nominating Ballot

2.2.3 The Electing Ballot

SECTION 3 - BOARD MEETINGS

2.3.1. Rules of Order for Agenda Preparation

2.3.2 Protocol and Conduct for Board Meetings

2.3.4. Minutes of Board Meetings

SECTION 4 - CODE OF CONDUCT

2.4.1 Board Code of Conduct

2.4.2 Code Enforcement Procedures

SECTION 5 - MISCELLANEOUS

2.5.1 Use of Legal Counsel

PART 3: COMMITTEES

SECTION 1 - GENERAL

3.1.1 Terms of Board Committee Chairpersons

3.1.2. Committees of The Board of Directors

SECTION 2 - BOARD AFFAIRS COMMITTEE

3.2.1. Duties and Responsibilities

SECTION 3 - FISCAL AFFAIRS COMMITTEE

3.3.1 Membership Considerations

3.3.2. Responsibilities

SECTION 4 - PLANNING AND EVALUATION COMMITTEE

3.4.1. Membership Considerations

3.4.2 Responsibilities

SECTION 5 - AUDIT COMMITTEE

3.5.1. Membership

3.5.2. Responsibilities

SECTION 6 - NOMINATIONS & ELECTIONS COMMITTEE

3.6.1. Membership

3.6.2. Responsibilities

SECTION 7 - INVESTMENTS COMMITTEE

3.7.1. Membership

3.7.2. Responsibilities

PART 4: CHIEF EXECUTIVE OFFICER

SECTION 1 - AUTHORITY OF THE CEO

4.1.1. General

4.1.2. Fiscal Authority

4.1.3. Programmatic Authority

SECTION 2 - RESPONSIBILITIES

4.2.1. Human Resources

4.2.2. Board Relationship

4.2.3. Other Responsibilities

SECTION 3 - COMPENSATION AND REVIEW

4.3.1. Chief Executive Officer Compensation

4.3.2. Chief Executive Officer – Performance Appraisal Process

PART 5: FISCAL/ACCOUNTING

SECTION 1 - FISCAL POLICY

5.1.1 Definitions

5.1.2 Accounting

5.1.3 Purchasing

SECTION 2 - INVESTMENT POLICY

5.2.1. Investment Policy

5.2.2. Financing

5.2.3. Revolving Line of Credit

SECTION 3 - RESERVE POLICY

5.3.1. Overview

5.3.2. Reserve Study Policy

5.3.3. Maintenance of GVR Financial Reserve System

5.3.4. Reserve Contributions and the Annual Budget:

5.3.5. Paying from reserve accounts or reimbursing operating cash account for reserve expenditures

5.3.6. Priority of making contributions to Reserve Accounts

5.3.7. Rebalancing Reserve Accounts

5.4.8. Emergency Reserve Fund (previously the Operating Reserve Fund)

5.3.9. Maintenance, Repair & Replacement Reserve Fund (previously the Capital Reserve Fund)

5.3.10 Annual Reserve Study

5.3.11. Initiatives Reserve Fund (previously Initiatives & Innovations Reserve Fund)

PART 6: GVR PROGRAMS AND CLUBS

SECTION 1 - GVR PROGRAMS

6.1.1. Objective

6.1.2. Acceptance of Grant Funding

6.1.3. GVR Activities Open To the General Public

6.1.4. General Public Ticket Surcharges

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

SECTION 2 - GVR CLUBS

6.2.1 Organization

6.2.2. Membership/Guests/Monitoring

6.2.3. Insurance

6.2.4. Financial and Tax Requirements

6.2.5. Sales Tax

6.2.6. Facilities

6.2.7. Reservations

6.2.8. Clubs and Class offerings

6.2.9. Club Reporting and Records Management

6.2.10. Club Bylaws

6.2.11. Member Code of Conduct

6.2.12. Three Strike Rule

6.2.13. Peer Committees

6.2.14. Dissolution of a Club

SECTION 3 - HOBBY SHOPS AND STUDIO CLUBS

6.3.1. Basic Services

6.3.2 Equipment

6.3.3 Members' Use of Hobby Shops

6.3.4. Merchandise/Product Sales

6.3.5. Liquor Policy

PART 7: COMMUNICATIONS

SECTION 1 - POLICIES

7.1.1. General

7.1.2. GVR email Administrator

7.1.3. Prohibited Email Communications

SECTION 2 - EXTERNAL COMMUNICATIONS

7.2.1. Public Information officer (PIO) as Point of Contact

7.2.2. Information Prohibited from Public Release

7.2.3. Correction of Inaccurate Information

7.2.4. Media & Public Access

7.2.5. Media Access

7.2.6. Media Coverage of Public Events

7.2.7. Media Access to GVR Clubs

7.2.8. Media Requests for Information – Media Inquiries

SECTION 3 - MEMBER COMMUNICATIONS

7.3.1. Response to Member Communications Sent to Staff

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

7.3.3. Member Comments at GVR Board of Director Meetings

7.3.4. Email Communications with Members

7.3.5. GVR Email Updates

7.3.6. GVR Board of Directors Email Policy

7.3.7. Board of Directors Email Policy

7.3.8. Prohibited Email Communications

SECTION 4 - ELECTRONIC & SOCIAL MEDIA

7.4.1. General

PART 8: RISK MANAGEMENT

SECTION 1 - GENERAL

8.1.1. Policy

8.1.2 Disaster Recovery

SECTION 2 - INSURANCE

8.2.1. Coverages

8.2.3. Volunteers and Members

8.2.4. Committee Members

SECTION 3 - MISCELANEOUS

8.3.1. Indemnification

The Corporation shall indemnify and hold harmless its officers,

PART 9: HUMAN RESOURCES

SECTION 1 - EMPLOYMENT PRACTICES MANDATES

9.1.1. Non-Discrimination Policy

9.1.2. Non-Discrimination Practices

SECTION 2 - CORPORATE PERSONNEL

9.2.1. Policy Statement

9.2.2. Equal Employment Opportunity Policy

SECTION 3 - MISCELLANEOUS

9.3.1. Volunteers

9.3.2. GVR 401(K) Contribution Plan

9.3.3. Records Retention Policy

PART 10: MISCELLANEOUS

SECTION 1 -PETITIONS FOR BOARD CANDIDATES AND PROPOSED BYLAW AMENDMENTS

10.1.1 Petition Process

10.1.2. Requirements for Signatures

SECTION 2 - EXAMINATION OF CORPORATE DOCUMENTS

10.2.1. Authority

10.2.2. Charge for Documents

10.2.3. Member Requests for Information

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



Green Valley Recreation, Inc.

Exhibit: Revise CPM Parts 2,3,4
Board Affairs Committee
November 30, 2021

Motion:

I move that the Board Affairs Committee approve and recommend that the Board of Directors approve and adopt the revised Parts 2, 3 and 4 of the newly-reorganized Corporate Policy Manual as attached.

Discussion:

Part 2 covers the Board of Directors, Part 3 covers Committees, and Part 4 covers the CEO. The revisions can be seen in the red-line version attached.

Impact:

The CPM will be easier to read and use based on the new organization structure.

Attachments:

Parts 2, 3 and 4 in clean and redline.

PART 2

— BOARD OF DIRECTORS

Updated 2021

SECTION 1 — POWERS, DUTIES, AND RESPONSIBILITIES

~~2.1.1 Responsibilities. The Board~~The Board has the ultimate legal authority and accountability for the corporation. It 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 or Committee~~roles (see Part 3 – Committees). In this spirit, the Board will:

Develop 2.1.1. Responsibilities

- ~~1. Participate in development, review and approve an 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~~Officer and evaluate 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.~~4. The BOD will govern with an emphasis on: (a) outward vision rather than internal processes, (b) encouragement of diversity in viewpoints, (c) strategic leadership more 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.
- ~~5. Establish policies which address (a) the products/services (needs vs costs vs member benefits); (b) Ethical and other boundaries for which the Directors, the CEO and staff shall be held accountable, (c) 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~~the principles of good governance: as established herein.
- ~~7. Be accountable/responsible~~to the membership by competently, conscientiously and effectively executing its governing obligations.

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

1. The Board of Directors shall be the governing body of GVR, establishing policies and monitoring compliance with those policies.
2. The Board shall participate in developing, tracking and maintaining a "5 Year Strategic 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 a 5 Year Capital Plan shall be approved by the Board and provided to Board committees and GVR staff to facilitate the development of policy recommendations by committees and action plans by 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. Role of Directors

1. Whereas the Board of Directors has considerable power, an individual director, acting alone, has none.
 - a. A director directs, but does not perform, the corporation's activities.
 - b. The board as a whole must act on behalf of the members.
2. Directors are obliged to make decisions and take other actions in accordance with GVR's best interest, irrespective of any individual member interests.
3. Directors are expected to be present at Board meetings to disagree and bring a variety of opinions to bear. However, their disagreement must occur in an atmosphere of congeniality and cooperation to reach an optimum decision.
4. Duties & Rights
 - a. The Duty of Care: Directors must act in a reasonable and informed manner when participating in the board's decisions and its

oversight of GVR's management. Although members are expected to use independent judgment, they may rely on information from corporate officers and employees, experts retained by the corporation and board committees.

b. The Duty of Loyalty: Directors must exercise their powers in good faith and in the best interests of GVR rather than their own interests or the interests of a particular constituency. The duty of loyalty primarily relates to conflicts of interest and confidentiality. A conflict of interest exists when a director has a material personal interest in a proposed transaction; in such case, the director must disclose the conflict so that the Board may obtain legal assistance to determine proper handling. Membership in a GVR club is not considered a conflict of interest in the discussion or voting of issues related to that club. A director should not disclose information about the corporation's legitimate activities unless they are already known by the public or are of public record.

c. The Duty of Obedience: Directors must take action in a manner consistent with GVR's mission and comply with state and federal laws that relate to the corporation.

5. The President of the Board is the Chief Governance Officer. Without being a dictator, the President leads the Board.

2.1.4 Director Vacancies

1. Any vacancy on the Board of Directors, shall, if possible, be filled by an unsuccessful candidate from the most recent previous election. Priority will be given to the candidate who received the higher number of votes.
2. The Board President will contact unsuccessful candidates in an order based on the number of votes each received, to determine willingness to fill the Board vacancy.
3. If there is no unsuccessful candidate from the most recent (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 serve as a Successor Director, and will present a slate of candidates to the Board of Directors.
4. Candidates for the Successor Director 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 shall occur.

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5. The Board will vote by secret ballot to elect a Successor Director from among the slate of candidates presented by the Nominations & Elections Committee.

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SECTION 2 – OFFICER ELECTIONS

2.2.1 General

1. Election of Board officers will be done by secret ballot. This is applicable to both the nominating ballots and the electing ballots.

2. Nominations from the floor will not be accepted.

3. Election for each office follows its seniority in the Bylaws: President, Vice President, Secretary, Treasurer, Assistant Secretary, and Assistant Treasurer.

4. The present President, or in his/her stead, the Chief Executive officer shall administer the election until the new President has been elected.

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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 will 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.

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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 BOARD MEETING OR WORK SESSION 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 does not have the discretion to refuse appropriate agenda items that are submitted with written justification.

2.1. 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.

3.2. 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~~.

4.3. 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.

5.4. 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.

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~~6.5.~~ The agenda shall be made available to GVR members on the GVR website and at the Board meeting in hardcopy.

6. 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.~~ Board meetings, work sessions, and by extension, Committee meetings, shall be announced in all available electronic and print media and are open to the general membership- unless the agenda includes legal or personnel issues. Committee meetings may be closed for discussion of other sensitive or confidential subjects.

~~2.1.~~ Special meetings of the Board may be called by the President or the Vice President, due to special circumstances, or at the request of any two (2) Directors. Directors will be given two (2) days written notification of any special meeting. An agenda will be provided once the meeting is set.

a) In the case of a meeting requested by two Directors, the President shall conduct the meeting. If the President refuses, the officers are asked in rank order to conduct the meeting; if none agree, one of the Directors conducts the meeting.

~~3.2.~~ Meetings shall be conducted under the latest edition of Robert's Rules of Order, Newly Revised, unless otherwise determined by the Board.

~~4.3.~~ Board meetings shall be held at least quarterly, at a place and time determined by the Board.

~~5.4.~~ 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) 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 and seconded.
- g) The President need not stand when putting items to a vote.
- h) The President may debate, make motions and vote.

5. Votes are not taken at Work Sessions.

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6. GVR members shall be permitted to address the Presiding officer of the Board 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 ~~not~~ 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 ~~provide their~~ 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 session of the Board after all Directors had have 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 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 President or Presiding officer shall determine 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 officer may require the member to leave the meeting or move to recess or adjourn the meeting.
7. 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.

2.3.43. Minutes of Board Meetings — updated 9/25/2018

- 1. The ~~Director of Administrative Services~~ CEO, or ~~either 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.

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4. Minutes of the Board meetings will list the names of the motion seconder and voting Directors in the minority of each vote as well as any Director abstaining from said vote. ~~The person providing the second will not be named in the minutes.~~ Minutes of Board meetings shall contain summaries of the actions taken at the meeting, including direction 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:

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Directors must act in the best interests of GVR without self-interest or personal bias for or against any individual or group of individuals.

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.

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.

Directors must be properly prepared for Board and Committee meetings, having read all relevant background material provided for same.

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.

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- Communicating with GVR members in violation of the Email Policy set forth in the CPM.

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.

Directors must be respectful of differing opinions of fellow directors. Directors are expected to support duly-adopted Board decisions despite any personal disagreement therewith.

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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:

- Making a verbal or written statement (on social media or otherwise) that is defamatory of any GVR director, employee, contractor or member; or
- Harassing, threatening or attempting to intimidate a GVR director, employee, contractor or member.

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The Board must allow no officer, individual or committee of the Board to hinder or be an excuse for not fulfilling Board obligations.

2.4.2 Code Enforcement ~~Prœuders~~Procedures

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

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

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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 to make contact with GVR's legal counsel, as needed.
4. The Chief Executive Officer 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.
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

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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 the requested information as soon as practical to all directors.

PART 2 – BOARD OF DIRECTORS

(formerly Section VI)

SECTION 1. POWERS, DUTIES, AND RESPONSIBILITIES

The Board has the ultimate legal authority and accountability for the corporation. It 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 or Committee roles (see Part 3 – Committees). In this spirit, the Board will:

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. Select the Chief Executive Officer and evaluate on at least an annual basis.
4. The BOD will govern with an emphasis on: (a) outward vision rather than internal processes, (b) encouragement of diversity in viewpoints, (c) strategic leadership more 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.
5. Establish policies which address (a) the products/services (needs vs costs vs member benefits), (b) Ethical and other boundaries for which the Directors, the CEO and staff shall be held accountable, (c) 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 the principles of good governance as established herein.
7. Be responsible to the membership by competently, conscientiously and effectively executing its governing obligations.

2.1.2. Powers of The Board

1. The Board of Directors shall be the governing body of GVR, establishing policies and monitoring compliance with those policies.
2. The Board shall participate in developing, tracking and maintaining a "5 Year Strategic 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 a 5 Year Capital Plan shall be approved by the Board and provided to Board committees and GVR staff to facilitate the development of policy recommendations by committees and action plans by 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. Role of Directors

1. Whereas the Board of Directors has considerable power, an individual director, acting alone, has none.
 - a. A director directs, but does not perform, the corporation's activities.
 - b. The board as a whole must act on behalf of the members.
2. Directors are obliged to make decisions and take other actions in accordance with GVR's best interest, irrespective of any individual member interests.
3. Directors are expected to be present at Board meetings to disagree and bring a variety of opinions to bear. However, their disagreement must occur in an atmosphere of congeniality and cooperation to reach an optimum decision.
4. Duties & Rights
 - a. The Duty of Care: Directors must act in a reasonable and informed manner when participating in the board's decisions and its oversight of GVR's management. Although members are expected to use independent judgment, they may rely on information from corporate officers and employees, experts retained by the corporation and board committees.
 - b. The Duty of Loyalty: Directors must exercise their powers in good faith and in the best interests of GVR rather than their own interests or the interests of a particular constituency. The duty of loyalty primarily relates to conflicts of interest and confidentiality. A conflict of interest exists when a director has a material personal interest in a proposed transaction; in such case, the director must

disclose the conflict so that the Board may obtain legal assistance to determine proper handling. Membership in a GVR club is not considered a conflict of interest in the discussion or voting of issues related to that club. A director should not disclose information about the corporation's legitimate activities unless they are already known by the public or are of public record.

- c. The Duty of Obedience: Directors must take action in a manner consistent with GVR's mission and comply with state and federal laws that relate to the corporation.
5. The President of the Board is the Chief Governance Officer. Without being a dictator, the President leads the Board.

2.1.4 Director Vacancies

1. Any vacancy on the Board of Directors, shall, if possible, be filled by an unsuccessful candidate from the most recent previous election. Priority will be given to the candidate who received the higher number of votes.
2. The Board President will contact unsuccessful candidates in an order based on the number of votes each received, to determine willingness to fill the Board vacancy.
3. If there is no unsuccessful candidate from the most recent (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 serve as a Successor Director, and will present a slate of candidates to the Board of Directors.
4. Candidates for the Successor Director 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 shall occur.
5. The Board will vote by secret ballot to elect a Successor 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 Chief Executive Officer 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 will 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 BOARD MEETING OR WORK SESSION AGENDA PREPARATION

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 does not have the discretion to refuse appropriate agenda items that are submitted with written justification.

1. 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.
2. 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.
3. 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.
4. 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.
5. The agenda shall be made available to GVR members on the GVR website and at the Board meeting in hardcopy.
6. 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 Board meetings, work sessions, and by extension, Committee meetings, shall be announced in all available electronic and print media and are open to the general membership unless the agenda includes legal or personnel issues. Committee meetings may be closed for discussion of other sensitive or confidential subjects.

1. Special meetings of the Board may be called by the President or the Vice President, due to special circumstances, or at the request of any two (2) Directors. Directors will be given two (2) days written notification of any special meeting. An agenda will be provided once the meeting is set.
 - a) In the case of a meeting requested by two Directors, the President shall conduct the meeting. If the President refuses, the officers are asked in rank order to conduct the meeting; if none agree, one of the Directors conducts the meeting.
2. Meetings shall be conducted under the latest edition of Robert's Rules of Order, Newly Revised, unless otherwise determined by the Board.
3. Board meetings shall be held at least quarterly, at a place and time determined by the Board.
4. 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) 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 and seconded.
 - g) The President need not stand when putting items to a vote.
 - h) The President may debate, make motions and vote.
5. Votes are not taken at Work Sessions.

6. GVR members shall be permitted to address the Presiding officer of the Board 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 session of the Board after all Directors had have 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 President or Presiding officer shall determine 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 officer may require the member to leave the meeting or move to recess or adjourn the meeting.
7. 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.

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 motion seconder and voting Directors in the minority of each vote as well as any Director abstaining from said vote. Minutes of Board meetings shall contain summaries of the actions taken at the meeting, including direction 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:

Directors must act in the best interests of GVR without self-interest or personal bias for or against any individual or group of individuals.

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.

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.

Directors must be properly prepared for Board and Committee meetings, having read all relevant background material provided for same.

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.

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.

Directors must be respectful of differing opinions of fellow directors. Directors are expected to support duly-adopted Board decisions despite any personal disagreement therewith.

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:

- Making a verbal or written statement (on social media or otherwise) that is defamatory of any GVR director, employee, contractor or member; or
- Harassing, threatening or attempting to intimidate a GVR director, employee, contractor or member.

The Board must allow no officer, individual or committee of the Board to hinder or be an excuse for not fulfilling Board obligations.

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

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 Chief Executive Officer to make contact with GVR's legal counsel, as needed.
4. The Chief Executive Officer 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.
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 the requested information as soon as practical to all directors.

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 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. Closed meetings may be held in the case of personnel and/or legal issues.
4. The President may establish special or ad hoc committees comprised of members/assigned members in good standing, Directors and Administrative Staff. The Chair shall select the committee members.
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. Committee members shall be GVR members in good standing, appointed by the Chairperson, and staff members selected by the Chief Executive officer. 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.
8. In order to serve on a committee, members must sign a Confidentiality Agreement and Directors must have signed the Board Code of Conduct.
9. Directors may attend any GVR committee meeting, ~~whether open or~~. If a committee meeting is closed-, Directors may attend as long as they have signed the Board Code of Conduct. To attend a meeting from a remote site, a request shall be made by email to the

committee chairperson at least three business days prior to the meeting. Directors will be provided with all materials otherwise provided to committee members.

9. There is no limit to the number of Directors who may participate in or attend a committee meeting, pursuant to Arizona Revised Statute 10-3825.

SECTION 2 - BOARD AFFAIRS COMMITTEE

3.2.1. Duties and Responsibilities

- a. 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. Review and recommend revisions, 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.~~ b. Review and recommend Board action on group applications for GVR "Club Status."
- ~~e.~~ c. Where appropriate, recommend modification to GVR club policies, in keeping with the best interest of the Corporation.
- ~~f.~~ d. Review 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~~ at Board or ~~committees~~ committee meetings, or proposed by member input.
- ~~g.~~ e. Forward all proposed revisions to the Articles of Incorporation, Bylaws and ~~Bylaws~~ Corporate Policy Manual to legal counsel for opinion, including the effect on tax-exempt status. After consultation, the specific wording of the recommended modifications shall be forwarded to the Board for their review and appropriate action.
- ~~h.~~ f. 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 con statements.
- ~~i.~~ g. Meet with Club officers to adjudicate any disputes concerning the Annual Club Agreement.
- ~~j.~~ h. If a committee wishes to make changes to the Corporate Policy Manual (CPM):

- a. The committee will provide a paragraph stating the purpose and goal of the proposed changes to the Board Affairs Committee (BAC).
- b. If the BAC approves the purpose and intent, BAC will forward to GVR's legal counsel to draft changes.
- c. The draft changes will be presented to 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 GVR 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, 7 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.
- 6-7. Recommend 6. After reviewing staff input, recommend the establishment and the amount of tenant dues, fees, membership dues, initial fees, transfer fees, and assessments. Coordinate with the Planning and Evaluation Committee as it relates to proposed expenditures for capital improvements.

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~~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.

~~9. 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 members who should have knowledge 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) To recommend a CPA firm to the GVR Board to act as the corporation's independent auditor.
 - c) To review the independent auditor's terms of engagement.

- d) To review the results of each audit including opinion qualifications or expectations.
- e) To review the auditor's management letter and GVR management's response.
- f) To review issues and disputes that may arise between GVR management and the independent auditor during an audit.
- g) 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 of~~ 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. The members of the Committee selected by the Chairperson shall represent various GVR geographic areas to the extent possible. Committee members will serve at least a one (1) year term, provided however, 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)

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.
- 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.~~
- ~~h) g)~~
- 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 Elections Election Chairperson ~~or their representative.~~

NOTE: refer to Bylaws Article V, Section 3

3. Election Results

- a) The Committee shall ~~have confirmed~~ 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 there are fewer than fifty (50) valid votes separating the last successful candidate and the first unsuccessful candidate in the election, 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 records for a period not less than three (3) years in accordance with the Arizona Nonprofit Corporation Act.

5. Board Orientation & Training

~~Arrange~~ Shall suggest topics to GVR staff for inclusion of appropriate in-service training, as ~~required~~ needed, for the Board. ~~Ensure~~ 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)**

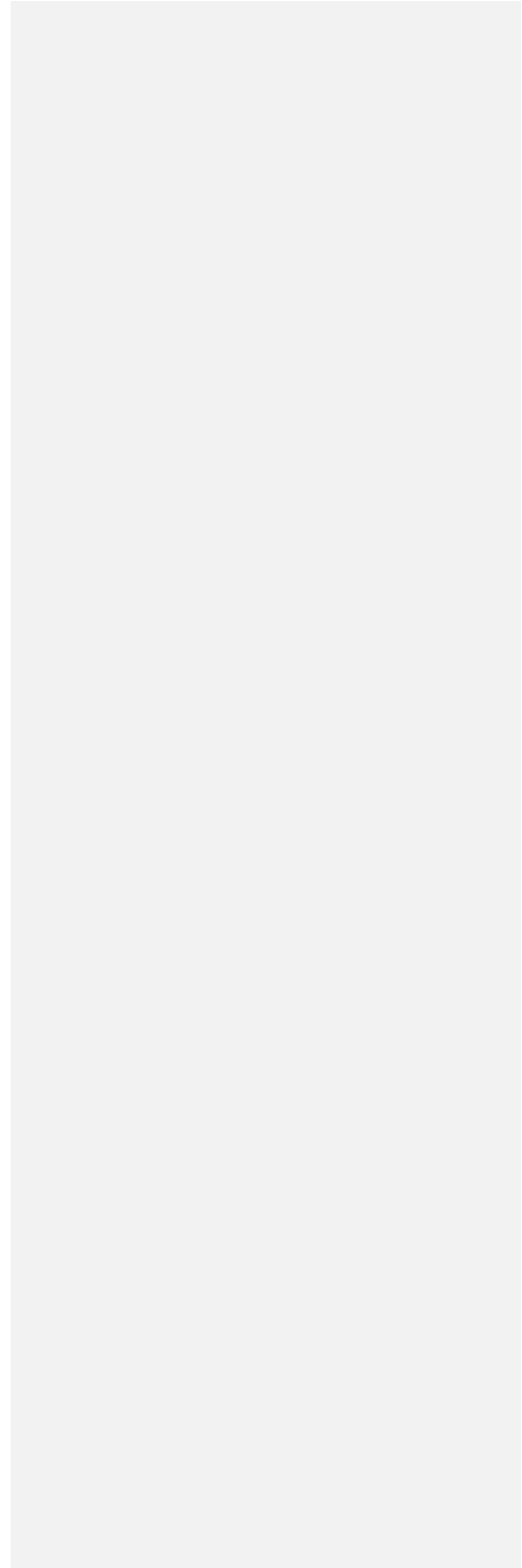
3.7.1 Membership

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

c. Minutes of each meeting of the IC.



PART 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 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. Closed meetings may be held in the case of personnel and/or legal issues.
4. The President may establish special or ad hoc committees comprised of members/assigned members in good standing, Directors and Administrative Staff. The Chair shall select the committee members.
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. Committee members shall be GVR members in good standing, appointed by the Chairperson, and staff members selected by the Chief Executive officer. 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.
8. In order to serve on a committee, members must sign a Confidentiality Agreement and Directors must have signed the Board Code of Conduct.
9. Directors may attend any GVR committee meeting. If a committee meeting is closed, Directors may attend as long as they have signed the Board Code of Conduct. To attend a meeting from a remote site, a request shall be made by email to the committee chairperson at

least three business days prior to the meeting. Directors will be provided with all materials otherwise provided to committee members.

9. There is no limit to the number of Directors who may participate in or attend a committee meeting, pursuant to Arizona Revised Statute 10-3825.

SECTION 2 - BOARD AFFAIRS COMMITTEE

3.2.1. Duties and Responsibilities

- a. 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. Review and recommend Board action on group applications for GVR "Club Status."
- c. Where appropriate, recommend modification to GVR club policies, in keeping with the best interest of the Corporation.
- d. Review 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 at Board or committee meetings, or proposed by member input.
- e. Forward all proposed revisions to the Articles of Incorporation, Bylaws and Corporate Policy Manual to legal counsel for opinion, including the effect on tax-exempt status. After consultation, the specific wording of the recommended modifications shall be forwarded to the Board for their review and appropriate action.
- f. 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 con statements.
- g. Meet with Club officers to adjudicate any disputes concerning the Annual Club Agreement.
- h. If a committee wishes to make changes to the Corporate Policy Manual (CPM):
 - a. The committee will provide a paragraph stating the purpose and goal of the proposed changes to the Board Affairs Committee (BAC).
 - b. If the BAC approves the purpose and intent, BAC will forward to GVR's legal counsel to draft changes.

- c. The draft changes will be presented to 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 GVR 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 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.
- ~~6.7.~~ 6. After reviewing staff input, recommend the establishment and the amount of dues, fees, and assessments. Coordinate with the Planning and Evaluation Committee as it relates to proposed expenditures for capital improvements.
- ~~7.8.~~ After reviewing staff input, recommend the financing method to be adopted for specific major projects recommended by the Planning and Evaluation Committee for Board approval.

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SECTION 4 - PLANNING AND EVALUATION COMMITTEE

3.4.1 Membership Considerations

To the extent possible, the committee will include members knowledgeable about capital projects and 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 members who should have knowledge 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) To recommend a CPA firm to the GVR Board to act as the corporation's independent auditor.
 - c) To review the independent auditor's terms of engagement.
 - d) To review the results of each audit including opinion qualifications or expectations.
 - e) To review the auditor's management letter and GVR management's response.
 - f) To review issues and disputes that may arise between GVR management and the independent auditor during an audit.
 - g) 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 of two (2) GVR members who do not serve on the Board selected by the Committee Chairperson. The members of the Committee selected by the Chairperson shall represent various GVR geographic areas to the extent possible. Committee members will serve at least a one (1) year term, provided however, any member of the Committee who becomes a candidate for election to the Board of Directors shall resign from the Committee immediately.
3. An Administrative staff person will serve on the Committee and will be selected by the CEO.

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 the date of ballot delivery.
- 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)
- 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) In the election of Directors, if there are fewer than fifty (50) valid votes separating the last successful candidate and the first unsuccessful candidate in the election, 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 records for a period not less than 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 IAs:

1. Make timely recommendations to the Board of Directors concerning:
 - a. The hiring, termination, and replacement of the Investment Manager and/or Investment Adviser (collectively, the "IM/IA") for each of the accounts that comprise the IAs.
 - b. The terms and wording for any contract between GVR and an IM/IA.
 - c. The specific wording and specifications for the Investment Policy Statement ("IPS") set forth in Appendix I, Subsection 3 that governs each of the accounts that comprise the IAs and any changes thereto.
2. Perform the following ongoing functions:
 - a. Complete due diligence and evaluation of each IM/IA at the end of each quarter or more frequently if required.

- b.* Monitor the IM/IAs to confirm compliance with the applicable IPS.
- 3. Make timely reports, in accordance with the IPS, to the CFO, CEO and Board of Directors of the following:
 - a.* A serious and meaningful violation of the IPS.
 - b.* A potential replacement of an existing IM/IA.
 - c.* Any update requested by the Board of Directors.
- 4. Collaborate with the CEO/CFO concerning the following:
 - a.* What information and analysis the CEO/CFO will provide to the IC for the purpose of enabling the IC to perform its duties.
 - b.* The specific actions required by the CEO/CFO in order to bring an IM/IA back into compliance with its applicable IPS.
- 5. In the process of completing its duties, the IC will generate the following documents:
 - a.* An IPS for each of the accounts that comprise the IAs.
 - b.* An investment management contract for each IM/IA hired by GVR.
 - c.* Minutes of each meeting of the IC.

PART 4 - CHIEF EXECUTIVE OFFICER

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 Chief Executive Officer 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~~Officer 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~~achieved; 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 may delegate authority to staff, as appropriate.

4.1.2. Fiscal Authority

The CEO must ensure that GVR continues to operate as a not-for-profit business in accordance with 501(c)4 regulations and Generally Accepted Accounting Principles (GAAP). In order to conduct business activities consistent with the mission of GVR, financial stability and integrity must be maintained.

The Chief Executive Officer 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. Assure that revenues are received timely and deposited into appropriate accounts.
- ~~2.~~3. Manage expenditures within the approved budget without incurring indebtedness.
- ~~3.~~4. Develop and maintain sound financial practices.

~~4.5.~~ Oversee the fiscal management of GVR, including authority to approve financial matters, implement fiscal controls, execute ~~reoccurring~~ recurring operational contracts and leases, fund expenditure approvals, and maintain accurate accounts of every financial transaction of GVR.

~~5. Set~~ Sets rental rates for ~~not for-profit organizations not affiliated with GVR.~~

~~6. Seek approval~~ the use of ~~all expense reports of the Chief Executive Officer by the Board Treasurer~~ GVR properties.

~~7. Pursue and contract for sources of non-dues revenue.~~

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. Provide a safe environment for members of GVR.
3. Structure the organization to continually improve operations and make changes as necessary to the organizational structure.
4. Develop policies for disseminating information to the membership and general public.

~~5. Participate~~ ~~5~~ Assists the Board in ~~development~~ developing long and maintenance of short and long range strategies; responsible for implementing these strategies.

6. Review proposed GVR projects and programs.

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SECTION 2 - RESPONSIBILITIES

4.2.1. Human Resources

The Chief Executive ~~officer~~ 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:

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.
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 shall:

1. Participate with Report directly to the Board of Directors through its President and seek direction and guidance from the Board, through its President, on all matters of policy and procedure.
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 and the Board's practices and processes, to be achieved during the forthcoming governance year (effectively April 1-March 31).
3. Assists the President of the Board in developing agendas for meetings, and provide appropriate information so that the Board may make informed decisions.
2. Keep Report to the Board fully informed at each Board Meeting on the condition of the organization-
- 3.4. Inform and support all Directors so that they may contribute to the Board effectively status of ongoing projects.
- 4.5. Work Cooperate with the President and Committee chairs to ensure that Board Committees function effectively.
6. Assist Ensure that Board members in better understanding receive training to understand corporate policies and.
7. Keep board members informed and provide administrative support to help them do their jobs effectively.
- 5.8. May recommend policy changes to the Board, as necessary, through the appropriate committee.
9. Work cooperatively with the President and be responsible and accountable to the entire Board as a whole.
- 6.10. The CEO is authorized to perform the duties described herein without interference of individual Board members acting in their individual capacity and outside of Board meetings or authorized actions.

4.2.3. Other Responsibilities

The Chief Executive officer 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. 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.

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

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.

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

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SECTION 3 - COMPENSATION AND REVIEW

4.3.1. Chief Executive Officer Compensation

The Board of Directors, upon initial hire of a Chief Executive officer, shall negotiate an agreement approved by the Chief Executive officer and Board of Directors. Said document shall contain the Compensation Package for the Chief Executive officer, length of term, renewal options and other relevant information pertinent to the employment of the Chief Executive officer, including rate of pay. The CEO, at a minimum, shall receive those all benefits available to all GVR employees.

4.3.2. Chief Executive Officer – Performance Appraisal Process

The Performance Appraisal ~~and Goals~~ shall be completed at least annually 30 days prior to the date of the Annual Meeting of the Board of Directors. The Board, at its discretion, may conduct or have conducted additional performance reviews of the Chief Executive officer at any time. In the case of a new Chief Executive officer, an evaluation shall be completed at ~~3 months, 6 months, 9 months and yearly.~~ 6 months and the 1-year anniversary. If a new CEO is hired at any time other than the beginning of a calendar year, first year evaluation(s) shall be conducted on a schedule so that the annual evaluation is conducted at year end as soon 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 from performing such duties and responsibilities as required by contract ~~or any other document of Green Valley Recreation, Inc., GVR's Bylaws or the Corporate Policy Manual.~~

~~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.~~

~~Elements of the~~

~~2.1. 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. If the President has been in office less than 6 months, inclusion of the Past President must be included on the committee is necessary, if possible. This Committee shall consist of at the Board officers including at least 3 Board members who have been in office 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.~~
- ~~b) The Currentcurrent President establishes the Committee and chairs it.~~
- ~~c) The Committee works on behalf of the Board 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.~~

~~2. Steps in the CEO performance appraisal process:~~

- ~~d) a) The Committee responsibilities:
The committee shall:~~
- ~~e) Be appointed and serve through the entire evaluation year~~

~~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/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. If there is an intent to change the evaluation form, the process should 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.~~

~~Recommend~~

~~e) b) The CEO provides the bonus 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 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.~~

~~e) 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.~~

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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

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

b. The Board reviews and approves the Goals and any Performance Improvement Plan before the Annual Meeting.

c. The Committee regularly reviews the job description, any relevant policies, the appraisal process, and recommends enhancements for review and action by the Board as necessary.

d. The Committee drafts any changes to the CEO Job Description for the following year, makes any necessary changes to the Performance Appraisal Process, including the associated tools, and recommends those changes to the incoming Board. The new Board formally adopts the process and tools.

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PART 4 - CHIEF EXECUTIVE OFFICER

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 Chief Executive Officer 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 Chief Executive Officer shall have responsibility for carrying out the decisions of the Board of Directors., including, but not limited to, how policies and goals are achieved; 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 may delegate authority to staff, as appropriate.

4.1.2. Fiscal Authority

The CEO must ensure that GVR continues to operate as a not-for-profit business in accordance with 501(c)4 regulations and Generally Accepted Accounting Principles (GAAP). In order to conduct business activities consistent with the mission of GVR, financial stability and integrity must be maintained.

The Chief Executive Officer 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. Assure that revenues are received timely and deposited into appropriate accounts.
3. Manage expenditures within the approved budget without incurring indebtedness.
4. Develop and maintain sound financial practices.
5. Oversee the fiscal management of GVR, including authority to approve financial matters, implement fiscal controls, execute

- recurring operational contracts and leases, fund expenditure approvals, and maintain accurate accounts of every financial transaction of GVR.
6. Sets rental rates for the use of GVR properties.
 7. Pursue and contract for sources of non-dues revenue.

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. Provide a safe environment for members of GVR.
3. Structure the organization to continually improve operations and make changes as necessary to the organizational structure.
4. Develop policies for disseminating information to the membership and general public.
5. Assists the Board in developing long and short range strategies; responsible for implementing these strategies.
6. Review proposed GVR projects and programs.

SECTION 2 - 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:

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 Chief Executive officer shall:

1. Report directly to the Board of Directors through its President and seek direction and guidance from the Board, through its President, on all matters of policy and procedure.
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 and the Board's practices and processes, to be achieved during the forthcoming governance year (effectively April 1-March 31).
3. Assists the President of the Board in developing agendas for meetings, and provide appropriate information so that the Board may make informed decisions.
4. Report to the Board at each Board Meeting on the condition of the organization and status of ongoing projects.
5. Cooperate with the President and Committee chairs to ensure that Board Committees function effectively.
6. Ensure that Board members receive training to understand corporate policies.
7. Keep board members informed and provide administrative support to help them do their jobs effectively.
8. May recommend policy changes to the Board, as necessary, through the appropriate committee.
9. Work cooperatively with the President and be responsible and accountable to the Board as a whole.
10. The CEO is authorized to perform the duties described herein without interference of individual Board members acting in their individual capacity and outside of Board meetings or authorized actions.

4.2.3. Other Responsibilities

The Chief Executive officer 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. Assure 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. Chief Executive Officer Compensation

The Board of Directors, upon initial hire of a Chief Executive officer, shall negotiate an agreement approved by the Chief Executive officer and Board of Directors. Said document shall contain the Compensation Package for the Chief Executive officer, length of term, renewal options and other relevant information pertinent to the employment of the Chief Executive officer, including rate of pay. The CEO, at a minimum, shall receive all benefits available to all GVR employees.

4.3.2. Chief Executive Officer – Performance Appraisal Process

The Performance Appraisal shall be completed at least annually 30 days prior to the date of the Annual Meeting of the Board of Directors. The Board, at its discretion, may conduct or have conducted additional performance reviews of the Chief Executive officer at any time. In the case of a new Chief Executive officer, an evaluation shall be completed at 6 months and the 1-year anniversary. If a new CEO is hired at any time other than the beginning of a calendar year, first year evaluation(s) shall be conducted on a schedule so that the annual evaluation is conducted at year end as soon 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 from performing such duties and responsibilities as required by contract, GVR's Bylaws or 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. If the President has been in office less than 6 months, the Past President must be included on the committee, if possible. This Committee shall consist of at the Board officers including at least 3 members who have been 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.
- b) The current President establishes the Committee and chairs it.
- c) The Committee works on behalf of the Board 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.

2. Steps in the CEO performance appraisal process:

- a) The Committee initiates the formal performance appraisal process beginning in early January. If there is an intent to change the evaluation form, the process should 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.



Green Valley Recreation, Inc.

Exhibit: CPM Revision – Fee Name Change
Board Affairs Committee
November 30, 2021

Background: The Board Affairs Committee at its last meeting approved a motion to recommended that the Board of Directors approve changes to Section II – Membership, Subsections 3 and 4 of the CPM with the exception that the name change in Subsection 3E was deferred.

Motion: Recommend that the Board of Directors approve changing the name of the “Property Acquisition Capital Fee” to “Membership Change Fee”, and the name of the “Transfer Fee” to “Disclosure Fee”.

Discussion

The two new names accurately describe the intent and purpose of the respective fees:

- 1) The “Membership Change Fee” is charged every time the ownership of a deed-restricted GVR property changes; and
- 2) What has been called the “Transfer Fee” is the charge to cover the cost of providing required disclosure documents to new owners.