



AGENDA

Board Affairs Committee

Tuesday, December 14, 2021

1:30 – 3:00 PM

West Center – Room 2 / Zoom

Committee: Nina Campfield (Chair), 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 30, 2021 Meeting Minutes	X
IV. Chair Comments	
V. Reports	
1. Bylaws Subcommittee (Finkelstein)	
2. Governance Subcommittee (Lawless)	
VI. Business	
1. Approve and Recommend CPM Amendments – Parts 2 and 3	X
2. Review, approve and recommend CPM Amendments – Part 4	X
3. Review, approve and recommend CPM Amendments – Part 5	X
4. Review, approve and recommend CPM Amenments – balance of Part I.	X
VII. Member Comments	
VIII. Adjournment	

Next Meeting: January 11, 2022, West Center, Room 2 / Zoom, 1:30 – 3:00pm



MINUTES

Board Affairs Committee

Tuesday, November 30, 2021
1pm, MST – West Center, Room 2 / Zoom

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

Absent: Joyce Finkelstein

Visitors: 5

I. Call to Order

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

II. Roll Call / Establish Quorum

Roll call by Nanci Moyo; Quorum established.

III. Approve November 9, 2021 Meeting Minutes

MOTION: Lawless/Seconded. Approve November 9, 2021, Meeting Minutes as presented.

Passed: unanimous

IV. Chair Comments

V. Reports

1. Bylaws Subcommittee (Campfield) – Continuing work on the forums to present the bylaws changes to the membership.
2. Governance Subcommittee (Lawless) – Continuing work being done on the CEO and Board Affairs sections.

VI. New Business

1. Amend motion from 6/8/2021 Meeting

MOTION: Campfield/Seconded. Moved 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."

Passed: 6 yes / 1 no (Zabicki)

2. Approve and Recommend Acceptance of CPM organizational structure 1

MOTION: Campfield/Seconded. Moved 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

Passed: unanimous

3. Approve and Recommend CPM Amendments – Parts 2, 3 and 4

MOTION: Campfield/Seconded. Moved that the Board Affairs Committee approve and recommend that the Board of Directors approve and adopt the revised Parts 2 and 3 of the newly-reorganized Corporate Policy Manual as attached. Part 4 was tabled to the next BAC Meeting on December 14, 2021.

VII. Old Business

1. Fee Name Change

MOTION: Messick/Seconded. 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".

Passed: unanimous

VIII. Member Comments – Addressed during the meeting.

IX. Adjournment

MOTION: Campfield/Seconded. Adjourn meeting at 2:55pm.

Passed: unanimous

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

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 [DISCUSSION WAS HELD ON WHAT THIS LOOKS LIKE](#).
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. [MOVE ALL OF #4 IN THE INTRODUCTION](#)The BOD will govern with an emphasis on: (a) outward vision rather than internal processes, (b) encouragement of diversity in viewpoints, (c) strategic leadership [RATHER 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 ~~Board of Directors~~ 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 and 5-Year Capital Plan” to assist GVR in shaping its future. ~~The Strategic Plan and its annual update shall help drive the 5-year plan for GVR.~~ Towards that end, the following policies are an integral part of the plan:
 - a. Annual Strategic Plan Updating – Each year the Board shall review and update the Strategic Plan and carry it forward one additional year.
 - b. Integration with Programs and Services – The Strategic Plan and a 5-Year Capital Plan shall be approved by the Board and provided to Board committees, CEO, and GVR staff to facilitate the development of policy recommendations by committees and action plans by 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 through Board action directs, but does not perform, the corporation’s activities.
 - b. The board as a whole must act on behalf of the members. FINAL DECISION WAS TO COMBINE A AND B. Provides recreational services.~~—Directors are obliged to make decisions and take other actions in accordance with GVR’s best interest, irrespective of any individual member interests.~~
2. Directors are expected to be present at Board meetings to discuss agree and bring a variety of opinions to bear. However, their discussion agreement must occur in an atmosphere of congeniality

and cooperation to reach an optimum decision or "in order to reach a consensus on material at hand".

3. 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.
- 4. 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:

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- 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.

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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~~ Officer (CEO) 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~~ **SHALL** be repeated as many times as necessary to obtain a plurality vote for one candidate. The nominee

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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 shall accept all agenda items 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

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~~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.

~~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.

- 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 ~~other~~his or her designee, shall take minutes at regular, annual ~~and~~, special and work session Board meetings.
2. Minutes shall be retained with other corporate documents in a secure location.
3. Recordings of all open Board meetings shall be made and kept under the custody of the ~~Director of Administrative Services~~CEO in the Administrative Offices until the minutes have been approved.
4. Minutes of the Board meetings will list the names of the motion maker and 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:

- 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.

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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.

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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 is responsible for all the Committees. 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~~ 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

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soon as possible to ensure that the allegation is resolved prior to any meeting in which the Board will conduct other business in order to avoid any appearance of impropriety.

3. Any director against whom an allegation is made has the right to attend the executive session and present his/her defense; provided, however, that he/she may not be present or participate in any discussion and/or votes regarding the alleged violation. If the accused director refuses to attend the executive session called to discuss the alleged violation, the director will have waived his/her right to present a defense to the allegation. A finding of a Code violation requires the affirmative vote of at least two-thirds (2/3) of the directors at the executive session.
4. If a director is found to be in violation of the Code, the directors, by a majority vote at that same meeting, shall determine which, if any, of the following sanctions to impose:
 - a) Written admonishment;
 - b) Removal from office per A.R.S. §10-3843(B);
 - c) Public censure (in an open meeting);
 - d) Request for director's resignation; and/or
 - e) Election to recall director.

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SECTION 5 - MISCELLANEOUS

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

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

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**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. PUT B BACK IN Review and recommend revisions, when appropriate, to the governing documents of the Corporation.~~
- ~~c. TAKE OUT 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, ~~as appropriate.~~
- ~~5.4.~~ Coordinate with the GVR Audit Committee ~~and GVR Investment Committee.~~
- ~~6.5.~~ Review and recommend policy to assure financial ~~control~~ controls.
- ~~7.~~ Recommend ~~6.~~ After reviewing staff input, recommend the establishment and the amount of ~~tenant dues,~~ fees, ~~membership dues, initial fees, transfer fees,~~ and assessments.
- ~~6.8.~~ Coordinate with the Planning and Evaluation Committee ~~as it relates to proposed expenditures for capital improvements.~~

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~~7.9. 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)**

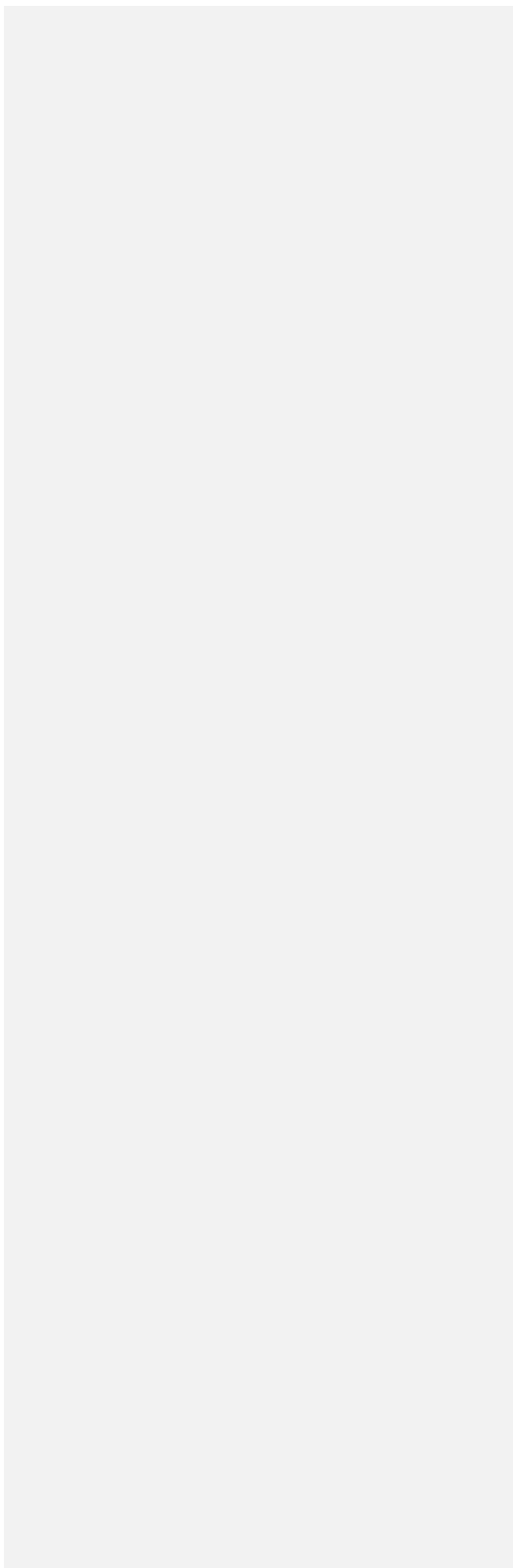
3.7.1 Membership

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 2

— BOARD OF DIRECTORS

Updated 2021

SECTION 1 — POWERS, DUTIES, AND RESPONSIBILITIES

~~2.1.1 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, with focus on the intended long-term goals of the organization rather than the administrative or programmatic means of attaining these goals. It is to be proactive in its decision making and maintain a clear delineation between staff 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 ~~DISCUSSION WAS HELD ON WHAT THIS LOOKS LIKE.~~
3. Select and evaluate the Chief Executive officer/Officer (CEO) 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. MOVE ALL OF #4 IN THE INTRODUCTION The BOD will govern with an emphasis on: (a) outward vision rather than internal processes, (b) encouragement of diversity in viewpoints, (c) strategic leadership RATHER rather 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.

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

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

2.1.3. Role of Directors

1. The President of the Board is the Chief Governance Officer and leads the Board.
2. Whereas the Board of Directors has considerable power, an individual director, acting alone, has none.
 - a. Through Board action, board members direct, but do not direct, but does not performs, the corporation's activities on behalf of all members.~~— FINAL DECISION WAS TO COMBINE A AND B. Provides recreational services. 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 discuss agree and bring a variety of opinions to bear in order to reach

an optimum decision. However, their discussion agreement must occur in an atmosphere of congeniality and cooperation. ~~or "in order to reach a consensus on material at hand"~~

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.

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 completed 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.
- ~~1-2.~~ Nominations from the floor will not be accepted.
- ~~2-3.~~ Election for each office follows its seniority in the Bylaws: President, Vice President, Secretary, Treasurer, Assistant Secretary, and Assistant Treasurer.
- ~~3-4.~~ The present President, or in his/her stead, the ~~Chief Executive officer~~ **CEO (CEO)** shall administer the election until the new President has been elected.

2.2.2 The Nominating Ballot

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

2.2.3 The Electing Ballot

1. A nominee is considered “elected” if he/she receives a plurality of the votes cast.
2. Balloting ~~should~~ **SHALL** ~~shall~~ be repeated as many times as necessary to obtain a plurality vote for one candidate. The nominee

receiving the lowest number of votes is never removed from the next ballot.

3. If a stalemate persists, the rules may be suspended in order to consider alternatives such as eliminating the candidate with the lowest number of votes. The motion to suspend the rules is not debatable and requires a 2/3 vote to pass.

SECTION 3— BOARD MEETINGS AND WORK SESSIONS

2.3.1. Rules of Order for Agenda Preparation—Adopted 06/03/14

2.3.1. RULES OF ORDER FOR BOARD MEETING OR WORK SESSION AGENDA PREPARATION

~~1.~~ 1. Items for agenda consideration are submitted in writing to the President and CEO (or their respective designee) by 12p.m. (noon) six (6) business days prior to the date of the Board meeting or Work Session.

- a) Exhibits submitted by Board members must include any motion background materials, recommended action, and rationale required for an understanding of the issue.
- b) Board members may request that the President place items on a Board meeting agenda at any time. If the deadline for agenda preparation is not met, the item will be placed on the next Board meeting agenda.
- c) If there is no action item, the President may put the subject on the agenda of a work session.
- d) The President shall accept all agenda items appropriate agenda items not have the discretion to refuse appropriate agenda items that are submitted with written justification.

~~2.1.~~ 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.~~ 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.~~ 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.

~~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 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 other three officers are asked in rank order to conduct the meeting; if none agree, one of the requesting 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.

- 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 had an opportunity to speak to the issue and for no more than ~~one (1) minute~~ two (2) minutes, unless additional time is allotted by the Presiding 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 ~~other~~his or her designee, shall take minutes at regular, annual ~~and~~, special and work session Board meetings.
2. Minutes shall be retained with other corporate documents in a secure location.
3. Recordings of all open Board meetings shall be made and kept under the custody of the ~~Director of Administrative Services~~CEO in the Administrative Offices until the minutes have been approved.
4. Minutes of the Board meetings will list the names of the directors who make and second each motion, maker and voting Directors in the minority of each vote ~~as well as any or~~ Director abstaining from ~~said each~~ 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 directions given to staff. Committee reports which are "informational only" will not be summarized in the minutes. These reports will be noted "received and placed on file." Member comments are not part of the minutes. DRAFT Board minutes shall be posted to the website as "not yet approved" prior to formal approval by the Board of Directors.

SECTION 4—CODE OF CONDUCT

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

Section 4. Code of Conduct

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

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

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.

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

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 is responsible for all the Committees.

2.4.2 Code Enforcement ~~Procedures~~Procedures

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

1. An allegation of a Code violation shall be presented to the Board President who shall then call and be in charge of all proceedings to investigate the allegation. If the allegation is against the President or the President is not able to accept such responsibility, then the allegation shall be presented to the Vice President, and if the Vice President is unable to perform such duty, to the Secretary.
2. Because allegations of Code violations are considered to be a personnel issue, all Board proceedings to investigate the allegation shall be conducted in executive session. The executive session shall be called as soon as possible to ensure that the allegation is resolved prior to any

meeting in which the Board will conduct other business in order to avoid any appearance of impropriety.

3. Any director against whom an allegation is made has the right to attend the executive session and present his/her defense; provided, however, that he/she may not be present or participate in any discussion and/or votes regarding the alleged violation. If the accused director refuses to attend the executive session called to discuss the alleged violation, the director will have waived his/her right to present a defense to the allegation. A finding of a Code violation requires the affirmative vote of at least two-thirds (2/3) of the directors at the executive session.
4. If a director is found to be in violation of the Code, the directors, by a majority vote at that same meeting, shall determine which, if any, of the following sanctions to impose:
 - a) Written admonishment;
 - b) Removal from office per A.R.S. §10-3843(B);
 - c) Public censure (in an open meeting);
 - d) Request for director's resignation; and/or
 - e) Election to recall director.

SECTION 5 - MISCELLANEOUS

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

1. The President or Vice-President shall make initial contact with GVR's legal counsel on all Board and Board committee matters when needed. Committee chairs needing a legal opinion shall provide the question(s) to the President or Vice-President ~~or~~ and shall not contact the attorney directly.
2. GVR contracts, Bylaw changes and all similar documents shall be submitted to legal counsel for review and comment prior to approval by the Board.
3. The President may assign the ~~Chief Executive Officer~~CEO to make contact with GVR's legal counsel, as needed.
4. The ~~Chief Executive Officer~~CEO shall make the initial legal contact, when needed, on GVR operational matters.

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

1. Requests by directors for GVR records/data/information must be made in writing, detailing the reason for needing to review the records/data/information, and shall be directed to the CEO.

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 2 – BOARD OF DIRECTORS

Updated _____, 2021

SECTION 1. POWERS, DUTIES, AND RESPONSIBILITIES

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

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 (CEO) 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 rather than administrative detail, (d) clear distinction of CEO and BOD roles, (e) collective rather than individual decisions, (f) future rather than past or present, and (g) striving to be proactive rather than reactive.
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 (Strategic Plan)" and "5-Year Capital Plan (Capital Plan)" to assist GVR in shaping its future. Towards that end, the following policies are an integral part of the plan:
 - a. Annual Strategic Plan Updating – Each year the Board shall review and update the Strategic Plan and carry it forward one additional year.
 - b. Integration with Programs and Services – The Strategic Plan and Capital Plan shall be approved by the Board and provided to Board committees, CEO, and GVR staff to facilitate the development of policy recommendations by committees and action plans by the CEO and staff which pursue the fulfillment of plan objectives.
 - c. Integration with the Budget Process – The objectives contained in the GVR Strategic Plan shall provide the primary basis upon which annual budget recommendations are made.
 - d. Progress Updates to the Board – The Strategic plan shall be a standing element report of Board and Board committee meetings, relevant to the charge of each particular committee. Written status reports will be provided to the Board at least annually.

2.1.3 Role of Directors

1. The President of the Board is the Chief Governance Officer and leads the Board.
2. Whereas the Board of Directors has considerable power, an individual director, acting alone, has none.
 - a. Through Board action, board members direct, but do not perform the corporation's activities on behalf of all members.
3. Directors are expected to be present at Board meetings to discuss and bring a variety of opinions to bear in order to reach an optimum decision. However, their discussion must occur in an atmosphere of congeniality and cooperation.
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.

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 recently completed 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 recently completed election who is willing and able to serve as a Successor Director, the Nominations & Elections Committee shall recruit individuals from among regular members in good standing to 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 CEO shall administer the election until the new President has been elected.

2.2.2 The Nominating Ballot

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

2.2.3 The Electing Ballot

1. A nominee is considered "elected" if he/she receives a plurality of the votes cast.
2. Balloting shall be repeated as many times as necessary to obtain a plurality vote for one candidate. The nominee receiving the lowest number of votes is never removed from the next ballot.
3. If a stalemate persists, the rules may be suspended in order to consider alternatives such as eliminating the candidate with the

lowest number of votes. The motion to suspend the rules is not debatable and requires a 2/3 vote to pass.

SECTION 3. BOARD MEETINGS AND WORK SESSIONS

2.3.1 RULES OF ORDER FOR AGENDA PREPARATION

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

7. Work sessions are for informal discussion or informational purposes only. Agenda preparation and distribution follow the same rules as for board meetings except as specifically noted.

2.3.2 Protocol and Conduct for Board Meetings

1. Board meetings, work sessions and Committee meetings 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 also be closed for discussion of other sensitive or confidential subjects.
2. 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 other three officers are asked in rank order to conduct the meeting; if none agree, one of the requesting directors conducts the meeting.
3. Meetings shall be conducted under the latest edition of Robert's Rules of Order, Newly Revised, unless otherwise determined by the Board.
4. Board meetings shall be held at least quarterly, at a place and time determined by the Board.
5. The Board will use the following small board protocol during Board meetings:
 - a) Board members do not have to stand, but should be recognized by the President to speak or make motions.
 - b) Motions must be seconded.
 - c) Each board member may speak for no more than ten (10) minutes per topic.
 - d) Informal discussion is allowed on non-motion topics.
 - e) 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.
6. Votes are not taken at Work Sessions.
7. 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 have had an opportunity to speak to the issue and for no more than two (2) minutes, unless additional time is allotted by the Presiding officer.
 - g) Members may speak for no more than two (2) minutes on any GVR-related issue prior to adjournment of each regular or special session of the Board, unless additional time is allotted by the Presiding officer.
 - h) If the 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.
8. Board meetings shall not be adjourned until all agenda items have been considered, except by a two-thirds (2/3) affirmative vote of the Directors in attendance.

2.3.3 Minutes of Meetings

- 1. The CEO, or his or her designee, shall take minutes at regular, annual, special and work session Board meetings.
- 2. Minutes shall be retained with other corporate documents in a secure location.
- 3. Recordings of all open Board meetings shall be made and kept under the custody of the CEO in the Administrative Offices until the minutes have been approved.
- 4. Minutes of the Board meetings will list the names of the directors who make and second each motion, voting Directors in the minority of each vote or abstaining from each vote. Minutes of Board meetings shall contain summaries of the actions taken at the meeting, including directions given to staff. Committee

reports which are “informational only” will not be summarized in the minutes. These reports will be noted “received and placed on file.” Member comments are not part of the minutes. DRAFT Board minutes shall be posted to the website as “not yet approved” prior to formal approval by the Board of Directors.

5. Minutes of work sessions are published as “Highlights”.

SECTION 4. CODE OF CONDUCT

2.4.1 Board Code of Conduct

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

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

1. Directors must act in the best interests of GVR without self-interest or personal bias for or against any individual or group of individuals.
2. Directors must conduct themselves in a courteous, professional and businesslike manner at meetings and in their personal interactions with each other, GVR members, and staff.
3. Directors may not accept any gifts or personal benefits, present or future, which could compromise, or give the appearance of compromising, their independence of judgment. Directors must disclose, in an open meeting, any actual or potential conflicts of interest, including, but not limited to, any personal or professional relationship with a company or individual seeking a business relationship with GVR, and shall not participate in any discussions or votes regarding such matters.
4. Directors must be properly prepared for Board and Committee meetings, having read all relevant background material provided for same.
5. Except as expressly authorized by the Board, directors shall not attempt to exercise individual authority over GVR matters by doing any of the following:
 - Interfering with the duties of GVR staff or contractors or giving direction to any GVR employee or contractor.
 - Communicating with the press concerning a GVR matter for or on behalf of GVR.
 - Communicating with GVR members in violation of the Email Policy set forth in the CPM.

6. Directors must not disclose confidential information addressed in an executive session or in a communication with legal counsel without the express authorization of the Board.
7. Directors must be respectful of differing opinions of fellow directors. Directors are expected to support duly-adopted Board decisions despite any personal disagreement therewith.
8. Directors are prohibited from engaging in the following conduct which shall be deemed outside of the scope of their duties as directors for purposes of indemnification:
 - a) Making a verbal or written statement (on social media or otherwise) that is defamatory of any GVR director, employee, contractor or member; or
 - b) Harassing, threatening or attempting to intimidate a GVR director, employee, contractor or member.

2.4.2 Code Enforcement Procedures

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

1. An allegation of a Code violation shall be presented to the Board President who shall then call and be in charge of all proceedings to investigate the allegation. If the allegation is against the President or the President is not able to accept such responsibility, then the allegation shall be presented to the Vice President, and if the Vice President is unable to perform such duty, to the Secretary.
2. Because allegations of Code violations are considered to be a personnel issue, all Board proceedings to investigate the allegation shall be conducted in executive session. The executive session shall be called as soon as possible to ensure that the allegation is resolved prior to any meeting in which the Board will conduct other business in order to avoid any appearance of impropriety.
3. Any director against whom an allegation is made has the right to attend the executive session and present his/her defense; provided, however, that he/she may not be present or participate in any discussion and/or votes regarding the alleged violation. If the accused director refuses to attend the executive session called to discuss the alleged violation, the director will have waived his/her right to present a defense to the allegation. A finding of a Code violation requires the affirmative vote of at least two-thirds (2/3) of the directors at the executive session.

4. If a director is found to be in violation of the Code, the directors, by a majority vote at that same meeting, shall determine which, if any, of the following sanctions to impose:
 - a) Written admonishment;
 - b) Removal from office per A.R.S. §10-3843(B);
 - c) Public censure (in an open meeting);
 - d) Request for director's resignation; and/or
 - e) Election to recall director.

SECTION 5 - MISCELLANEOUS

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

1. The President or Vice-President shall make initial contact with GVR's legal counsel on all Board and Board committee matters when needed. Committee chairs needing a legal opinion shall provide the question(s) to the President or Vice-President and shall not contact the attorney directly.
2. GVR contracts, Bylaw changes and all similar documents shall be submitted to legal counsel for review and comment prior to approval by the Board.
3. The President may assign the CEO to make contact with GVR's legal counsel, as needed.
4. The CEO shall make the initial legal contact, when needed, on GVR operational matters.

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

1. Requests by directors for GVR records/data/information must be made in writing, 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 or legal issues, or other sensitive or confidential subject matter.
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. ~~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.~~ 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.

~~10.~~ 10. 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 ~~1~~ Duties and Responsibilities

- ~~a.1.~~ a.1. Recommend modifications in organizational policies and governing values to help guide the Board in achieving its strategic goals. Assist the Board in effectively carrying out its governing functions in such a manner so as to clearly delineate the roles and responsibilities between governance and management.
- ~~b.2.~~ b.2. Review and recommend revisions, when appropriate, to the governing documents of the Corporation.
- ~~c.~~ c. ~~Endeavor to maintain a community link with residents of the greater Green Valley community.~~
- ~~d.3.~~ d.3. Review and recommend Board action on group applications for GVR "Club Status."
- ~~e.4.~~ e.4. Where appropriate, recommend modification to GVR club policies, in keeping with the best interest of the Corporation.
- ~~f.5.~~ f.5. 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.6.~~ g.6. Forward all proposed revisions to the Articles of Incorporation, Bylaws and BylawsCorporate 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.7.~~ h.7. 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.8.~~ Meet with Club officers to adjudicate any disputes concerning the Annual Club Agreement.

~~j.9.~~ 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, ~~as appropriate.~~

~~5.4.~~ Coordinate with the GVR Audit Committee, and GVR Investment Committee.

- ~~6.5. Review and recommend policy to assure financial control/controls.~~
- ~~7.6. RecommendAfter reviewing staff input, recommend the establishment and the amount of tenantdues, fees, membership dues, initial fees, transfer fees, and assessments.~~
- ~~7. Coordinate with the Planning and Evaluation Committee as it relates to proposed expenditures for capital improvements.~~
- ~~7.8. RecommendAfter reviewing staff input, recommend the financing method to be adopted for specific major projects recommended by the Planning and Evaluation Committee for Board approval.~~
- ~~8.7. Coordinate with the Planning and Evaluation Committee as it relates to proposed expenditures for capital improvements.~~

SECTION 4 - PLANNING AND EVALUATION COMMITTEE

3.4.1_ Membership Considerations

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

3.4.2 Responsibilities

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

SECTION 5 - AUDIT COMMITTEE

3.5.1_ Membership

The Audit Committee shall consist of two or more GVR 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) a)~~ _____ To recommend a CPA firm to the GVR Board to act as the corporation's independent auditor.
- ~~e) b)~~ _____ To review the independent auditor's terms of engagement.
- ~~d) c)~~ _____ To review the results of each audit including opinion qualifications or expectations.
- ~~e) d)~~ _____ To review the auditor's management letter and GVR management's response.
- ~~f) e)~~ _____ To review issues and disputes that may arise between GVR management and the independent auditor during an audit.
- ~~g) f)~~ _____ To review the adequacy of internal financial controls with GVR management and the audit firm.

SECTION 6 - NOMINATIONS & ELECTIONS COMMITTEE

~~-3.6.1.-~~ Membership

1. The Chairperson shall be a Director, recommended by the President and approved by the Board of Directors.
2. There shall be at least one (1) other Director on the committee, and a minimum ~~than 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~~ 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.~~
- hg) The counting of ballots, at the discretion of the Board of Directors may be conducted by an independent organization (e.g., Pima County Elections or electronic voting firm), in which case the results shall be obtained from the

organization by the GVR CEO or his designated representative. The results shall be shared with the Nominations and Elections/Election Chairperson or their representative.

NOTE: refer to Bylaws Article V, Section 3

3. **Election Results**

- a) The Committee shall have confirm the validation/counting process ~~completed~~ at least two (2) business days prior to the date of the Annual Meeting or Special Meeting.
- b) At the conclusion of the election, obtain the results of the election, including the establishment of a quorum.
- c) The Chairperson shall notify the GVR Board Secretary of Directors of the results of the election.
- d) In the election of Directors, if 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 Investment Advisors (IAs):

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

~~b) b.~~—The specific actions required by the CEO/CFO in order to bring an IM/IA back into compliance with its applicable IPS.

5. In the process of completing its duties, the IC will generate the following documents:

~~a) a.~~—An IPS for each of the accounts that comprise the IAs.

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

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

PART 3 COMMITTEES

SECTION 1 - GENERAL

3.1.1 Terms of Board Committee Chairpersons

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

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

1. 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 or legal issues, or other sensitive or confidential subject matter.
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.
10. 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

1. Recommend modifications in organizational policies and governing values to help guide the Board in achieving its strategic goals. Assist the Board in effectively carrying out its governing functions in such a manner so as to clearly delineate the roles and responsibilities between governance and management.
2. Review and recommend revisions, when appropriate, to the governing documents of the Corporation.
3. Review and recommend Board action on group applications for GVR "Club Status."
4. Where appropriate, recommend modification to GVR club policies, in keeping with the best interest of the Corporation.
5. 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.
6. 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.
7. 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.

8. Meet with Club officers to adjudicate any disputes concerning the Annual Club Agreement.
9. 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. After reviewing staff input, recommend the establishment and the amount of dues, fees, and assessments.
7. Coordinate with the Planning and Evaluation Committee as it relates to proposed expenditures for capital improvements.

8. After reviewing staff input, recommend the financing method to be adopted for specific major projects recommended by the Planning and Evaluation Committee for Board approval.

SECTION 4 - PLANNING AND EVALUATION COMMITTEE

3.4.1 Membership Considerations

To the extent possible, the committee will include members knowledgeable about capital projects and 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:
 - a) To recommend a CPA firm to the GVR Board to act as the corporation's independent auditor.
 - b) To review the independent auditor's terms of engagement.
 - c) To review the results of each audit including opinion qualifications or expectations.

- d) To review the auditor's management letter and GVR management's response.
- e) To review issues and disputes that may arise between GVR management and the independent auditor during an audit.
- f) To review the adequacy of internal financial controls with GVR management and the audit firm.

SECTION 6 - NOMINATIONS & ELECTIONS COMMITTEE

3.6.1 Membership

- 1. The 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) 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 Investment Advisors (IAs):

1. Make timely recommendations to the Board of Directors concerning:
 - a) The hiring, termination, and replacement of the Investment Manager and/or Investment Adviser (collectively, the "IM/IA") for each of the accounts that comprise the IAs.
 - b) The terms and wording for any contract between GVR and an IM/IA.

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

PART 4 - 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.~~ 3. Manage expenditures within the approved budget without incurring indebtedness.
- ~~3-4.~~ 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~~ 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).~~
- ~~1-3.~~ 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.

~~h)~~

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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.

PART 1

MEMBERSHIP

SECTION 1 – DUES AND FEES (1.1.1 - 1.1.7 approved previously)

1.1.8 Member Payment Transactions

1. A member payment transaction can be defined as any purchase (dues, program, concert, instructional course or rental) that takes place involving the exchange of cash, check, debit, or credit card with a member.
2. Member payment transactions are subject to a processing fee.
3. Forms of payment accepted include:
 - a) Legal Tender (Cash)
 - b) Checks payable to Green Valley Recreation in U.S. dollars.
 - c) Money Orders or Cashier's Checks
 - d) Traveler's Checks
 - e) Credit or Debit Cards
 - Visa
 - Master Card
 - f) Automatic Clearing House (ACH) Debit

SECTION 2 - USE OF GVR FACILITIES

1.2.1 Identification Cards

It is the policy of GVR that each authorized user of GVR facilities be issued a GVR identification card as set forth herein. **Authorized users are defined in Article II of the Bylaws.**

1. A GVR identification card shall be issued to each GVR member, each Assigned Member, each CRCF user and each Life Care user.
2. A spouse of a GVR member shall be issued a GVR membership identification card regardless of whether the spouse is on title to the property unless the spouse has disclaimed interest in the property.
3. If a GVR property is held in a trust, each trustee shall be issued a GVR identification card unless the trust specifies otherwise.
4. If a GVR property is owned by a corporation, LLC, or similar entity, a GVR identification card shall be issued to up to two (2) managing partners.
5. Additional Card Holder:

- a) GVR identification shall be issued at no fee for one (1) Additional Card Holder where the individual is residing with a sole owner GVR member or sole Assigned Member and proof of residency has been provided to GVR.
- b) For a fee established by the Board of Directors, GVR identification shall be issued to other Additional Card Holders where proof of residency has been provided to GVR.

1.2.2 Guest Policy

1. Guest privileges are intended for temporary **out of state** visitors of a Regular Member, Assigned Member, Tenant, or CRCF Resident or **Life Care User of GVR or guests whose Arizona residence** is outside a twenty (20) mile radius of established GVR Boundaries. In general, guest cards are provided for visitors who are staying in a GVR household with the member or who are staying in a local commercial hotel as a guest of the member.
2. Anyone residing in a non-GVR property within the jurisdiction of the corporation is not an eligible guest.
3. GVR Members, Assigned Members, **Life Care members** and CRCF residents may purchase an Annual Guest Card for a fee determined by the Board of Directors. GVR Members, Assigned Members, **Life Care members** and CRCF residents may also purchase daily guest cards for an additional fee. Limit one (1) Annual Guest Card per household. The Annual Guest Card allows for an unlimited number of guests and guest visits. Daily Guest passes allow for unlimited number of guests on specific days only.
4. No more than one (1) Annual Guest Card may be purchased by an individual(s) owning GVR properties regardless of the number of properties owned.
5. Annual Guest Cards may not be purchased for properties which are tenant occupied. Tenants may purchase Daily Guest passes for a fee determined by the Board of Directors.
6. Annual Guest Cards are valid through the end of the calendar year (December 31). Annual Guest Card fees are not prorated.
7. Adult guests 18 years of age and older are required to have a valid guest card when visiting GVR facilities. Multiple guests visiting the same facility may use the same Annual Guest Card.
8. Guests under the age of 18 do not require guest cards and must be accompanied by a GVR-issued card-carrying adult.
9. Replacement of a lost or damaged Annual Guest Card must be obtained at a GVR Member Services office. The fee for replacement cards is determined by the Board of Directors. Lost cards will be deactivated to prevent future use of the card. Damaged cards must

be returned to a GVR Member Services office before a replacement card will be issued.

10. Guest cards are required for all general facility use and club activities. However, guest cards are not required for ticketed GVR events where guests pay a higher ticket price than the member price.
11. At management's discretion, guest usage of GVR facilities may be limited to non-primetime hours. Signage will be added to all facility gates reminding individuals that each person must swipe (or 'tap' for proximity cards) a GVR-issued ID Card. In addition, members and guests who abuse GVR ID card privileges may be subject to sanctions and penalties up to and including fines and/or loss of privileges, as determined by the Board of Directors. Rules governing board-authorized sanctions and penalties will be publicized to the general membership.

1.2.3 Life Care Privilege

1. Life Care Users are former GVR members in good standing who currently reside in a life care facility in the Greater Green Valley area and have requested, for a fee, to have GVR privileges extended to them.
2. The former GVR member of a membership property must make an annual application in the Membership office.
3. An individual annual fee will be charged at a rate determined by the Board, either for the full year or prorated as required when the member first becomes a Life Care User. This fee is non-refundable.
4. A "Life Care Facility" is defined as a continuing care retirement community, assisted living community, as well as those communities defined in the Arizona State Statutes regarding Life Care Contracts.
5. A distinctive identification card will be issued by GVR, which will permit the individual to use GVR facilities, register for programs and attend club functions.
6. Along with the limitations in #7 below, Life Care Users are subject to the same rules and regulations as all GVR Members.
7. Life Care Users are subject to the following:
 - a) May not serve on the Board of Directors or be a member of a Committee of the Board.
 - b) May not vote for any membership issues.

1.2.4 Code of Conduct

It is the policy of Green Valley Recreation, Inc. to treat all people with dignity, respect and equality regardless of age, race, color, ancestry,

country of origin, disability, ethnicity, marital status, family status, veteran status, gender, religion, sexual orientation or gender identity.

1. Users of GVR facilities are required to comply with GVR published rules and regulations.
2. Users are expected to show common courtesy to employees, directors, volunteers and other members and guests.
3. Users shall refrain from using offensive language and behavior.
4. Members are responsible for the conduct of their guests.
5. Violation of the above codes of conduct may result in a member having his/her rights and privileges suspended, as well as those of their guests or tenants.

1.2.5 Rules and Regulations

1. GVR facilities are established for use and enjoyment of GVR members, eligible guests and visitors who abide by the GVR Member Code of Conduct.
2. The use of facilities by nonmembers shall not interfere with the effectiveness of the recreation operation.
3. Members, guests, and visitors who use GVR facilities and equipment, do so at their own risk, and shall indemnify and hold harmless GVR, its employees and agents.
4. All GVR facility reservations and arrangements shall be made through the central reservation office located at the Administrative Offices. A *GVR Facility Reservation Agreement* must be completed for all facility reservations and rentals.
5. All members and guests are required to carry their membership cards or other authorized GVR identification while using GVR facilities. Individuals must produce GVR identification when requested by staff or any staff-authorized volunteer. Members and guests are required to sign-in or swipe their membership card. Clubs and other authorized groups must provide an attendance roster or similar document which lists each person utilizing a GVR facility.
6. Staff and staff-authorized volunteers are empowered to enforce rules and regulations.
7. GVR member and nonmember individuals and groups may rent facilities subject to current rules, regulations, and fees.
8. GVR member individuals and groups have priority in facility rentals before nonmember individuals and groups.
9. The Chief Executive officer may authorize use of GVR facilities on a complimentary or fee basis for any GVR-sponsored, GVR co-sponsored, or GVR Foundation event or activity. Authorization of GVR Foundation activities are subject to terms of the GVR/GVR

Foundation Resource Sharing Agreement (see APPENDIX I – BOARD POLICIES, Subsection 4).

10. GVR classes may preempt drop-in use of GVR facilities.
11. Fees may be charged to recover the cost of any specialized services, events or programs.
12. GVR facilities will not be used by any member for commercial purposes with the following exceptions:
 - a) with the prior written approval of GVR administration, a GVR member may temporarily display items for sale at a particular facility if they are intended to assist or benefit those using that facility to participate in the associated/related activity; and
 - b) personal sales resulting from hobby pursuits.It is the responsibility of each individual seller to obtain an Arizona Transaction Privilege Tax License.
13. Individual members, visitors, guests, and groups using or renting GVR facilities are responsible for maintaining those facilities in a neat and orderly condition.
14. Printed materials made available to attendees during the meeting/rental period must be removed at the end of the rental period.
15. Individuals who damage GVR equipment due to improper or careless use are responsible for the repair or replacement of that equipment. Members are responsible for damages caused by their guests.
16. Special GVR shop/facility rules and regulations must be complied with by individual members, visitors, guests, and groups.

17. LIQUOR POLICY

- a) The sale of intoxicating beverages is not permitted on GVR premises without a special sales permit or liquor license and appropriate liquor liability policy. Prior to applying for a liquor license, permission must be received from the GVR Chief Executive officer.
 - b) Club members are permitted to bring their own beverages (BYOB) to a club activity. However, written permission must be obtained from GVR at the time the reservation agreement is signed or prior to the event or activity. No alcohol may be stored in a GVR facility.
18. Non-member "Personal Assistants" may accompany a member to a GVR facility in order to help them with walking, showering, dressing or undressing, or with other non-therapeutic tasks as necessary and may not use GVR facilities for their own personal use.
 19. Animals are not permitted in or on GVR property, with the exception of Service animals, unless otherwise authorized by the GVR Chief

Executive officer (CEO) to accommodate community events or other special circumstances.

20. No firearms are allowed on your person on any GVR property or in any GVR facilities except law enforcement or licensed security.
21. It is the policy of Green Valley Recreation, Inc. to provide and maintain a Drug-Free Environment for its members and employees. As such, Green Valley Recreation, Inc. prohibits the use of illegal drugs on GVR premises.
22. GVR facility areas may be rented for political party meetings, campaign events, polling places, and informational presentations such as candidate forums or town hall meetings, subject to space availability and GVR fees at nonmember rates, regardless of GVR member affiliation.
23. Advertising or promotional signage for non-GVR elected positions (e.g., public sector election campaigns), including solicitation of support/opposition regarding candidates or ballot issues is NOT permitted on GVR property except as follows: (1) within rented meeting space during the rental period; or (2) in public areas and parking lots of a GVR facility being used as a polling place on election day or as an early voting site during the period of early voting.

1.2.6 Special Facility Use Rules and Regulations

A. General Usage

1. GVR facilities are provided for the use of GVR members and their guests.
2. GVR reserves the right to deny access to GVR facilities by anyone (member or non-member). Reasons for denial of use include, but may not be limited to the following:
 - a. If there is a reasonable concern that the group may advocate or promote an activity that is prohibited by local, state or federal statute.
 - b. It is determined that the group is involved in a discriminatory endeavor.
 - c. There is a reasonable concern that appearance of the group could lead to a civil disruption.
 - d. There are other legal or safety concerns.
 - e. The CEO has the authority and discretion to make all final decisions
3. The Chief Executive Officer may authorize the use of GVR facilities for any GVR sponsored event of community interest.

4. GVR facilities may be used by any group, entity or individual that is not wholly comprised of GVR members, subject to appropriate rental agreements and fees.
5. An "indemnity clause" that has been reviewed and approved by GVR's legal counsel, MUST be included within the "Rental Agreement". Any group, entity or individual that is not wholly comprised of GVR members utilizing a GVR facility MUST state their purpose and sign the "Rental Agreement". This MUST be signed by a person or persons authorized to speak for the group, as part of the application process.
6. GVR classes may preempt drop-in use of GVR facilities.
7. Use of meeting rooms must be authorized in accordance with the established reservation procedure before occupancy.
8. Non-member "personal assistants may accompany a member to a GVR facility in order to help them with walking, showering, dressing or undressing, or with other non-therapeutic tasks as necessary and may not use GVR facilities for the own personal use.

B. Use of Hobby Shops and Studios

These facilities are monitored by volunteers. When asked, members and guests must show their GVR membership or guest cards to use the facilities. Clubs have the right to restrict use of club facilities to club members only.

C. Use of Kitchens

GVR kitchens are classified as catering kitchens. Food preparation and cooking is not allowed. Kitchen facilities may be used for warming pre-cooked food or for chilling cold entrées.

D. Use of Caterers

Caterers must be registered and approved by GVR in order to work in GVR facilities. Contact the central reservation office located at the Administrative Offices for a current list of approved caterers.

E. Use of Storage

1. GVR may provide small storage space, at no cost, to Clubs if space is available.
2. Clubs may provide locks.
3. GVR is not liable for any property lost, damaged or stolen while in storage.

F. Use of Equipment

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

G. GVR Pool Management Policies

1. GVR offers heated swimming pools and spas for member use.
2. Hours of operation are established and posted by GVR administration.
3. GVR pools shall operate in compliance with Pima County Code Title 8, Chapter 8.322, "Swimming Pool and Spas," and any other applicable Pima County regulations.
4. The Pima County Health Department classifies GVR pools as "semi-public" per the following guidance: "A swimming pool on the premises of, or part of, but not limited to a hotel, motel, trailer court, apartment house, country club, camp, health club, condominium, homeowners association, or similar establishment where the primary business of the establishment is not the operation of the swimming facilities, and where admission to the use of the pool is included in the fee, or considerations paid or given for the primary use of the premises."
5. GVR staff has authority to close a swimming pool or spa if they determine that its operation and use presents danger to individuals.
6. GVR follows the guidelines provided by the National Lightning Safety Institute (NLSI) to determine when to close indoor and outdoor swimming pools, spas and showers due to lightning as a safety precaution. As of August 2014, NLSI guidelines state:
 - a. Both outdoor and indoor pools and showers will be evacuated before or when lightning gets five miles away.
 - b. At the first signs of thunder or lightning, all pool and shower activities will be suspended until 30 minutes after the last observed thunder or lightning. (Adopted 08/26/14):

H. Rentals and Fees

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

overtime cleanup charges, or labor charges for special setup needs which require additional personnel.

3. GVR is interested in supporting community service events, and may rent its facilities on a fee basis for such events whenever it is practical to do so. A community service event is normally sponsored by a non-profit organization or local government agency. GVR facilities are routinely used as polling facilities during elections.

I. GVR Property Rights

GVR legal counsel has affirmed that GVR's Bylaws do not provide members with the unlimited use of its facilities for any and all purposes, and that as a private property owner, 'GVR may deny the use of its facilities to member and nonmember individuals and groups without abridging the freedom of speech and assembly granted by the Arizona Constitution.' (GVR Legal Opinion, May 20, 2015)

J. Denial of Use of GVR Facilities

1. Based on GVR legal review and opinion, GVR reserves the right to deny the use of its facilities by member or nonmember individuals or groups whose purposes are deemed contrary or adverse to GVR's as determined in the sole discretion of the CEO.
2. A decision by the CEO to deny use of GVR facilities shall be based on one or more of the following conditions:
 - a. There is a reasonable concern that the individual or group may advocate or promote any activity that is prohibited by local, state or federal statute.
 - b. There is a reasonable concern that the individual or group is involved in discriminatory behavior based on sex, age, race, ethnicity, nationality, disability, sexual orientation, gender identity, religious and political opinions.
 - c. There is a reasonable concern that use of facilities by an individual or group could lead to a civil disruption.
 - d. There is a reasonable concern that the individual or group promotes a position that may be detrimental to GVR.
 - e. There is a reasonable concern about other legal or safety issues.

K. Smoke-Free Zone at Facilities

1. The *Smoke-Free Arizona Act (ARS§36-601.01)* requires GVR to establish a Smoke-Free zone at all facilities. The purpose of the Smoke-Free Arizona Act is to protect individuals from the

harmful effects of second-hand smoke in enclosed public places.

2. To comply with this law, GVR prohibits smoking in all non-smoking areas, including enclosed areas and areas within 20 feet of all entrances and windows. Smoking is prohibited in all indoor facility areas, pool areas and in all GVR vehicles.
3. Smoking will be allowed in designated outdoor areas only.

L. Vaping-Free Zone at Facilities

1. GVR prohibits vaping in all non-smoking areas, including enclosed areas and areas within 20 feet of all entrances and windows. Vaping is prohibited in all indoor facility areas, pool areas and in all GVR vehicles.
2. Vaping will be allowed in designated outdoor areas and wherever smoking is allowed.

M. CIRCULATION OF GVR-RELATED POLITICAL MATERIALS; GVR-RELATED SURVEYS, POLLS, QUESTIONNAIRES

1. GVR petitions, solicitation of support or opposition regarding GVR candidates or ballot issues by GVR members shall only be permitted in GVR facility lobby areas, common areas, or curbsides and parking lots. Further guidance may be found in the *GVR Corporate Operations Manual*.
2. Surveys, opinion polls and questionnaires related to GVR affairs, and distributed on GVR property, may be circulated by members only after being reviewed by GVR administration for accuracy and suitability.

SECTION 3 - SUSPENSION OF PRIVILEGES

1.3.1 Suspension for Delinquency

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

1.3.2 Suspension for Conduct

1. A member who violates the established rules and regulations of GVR is subject to suspension of privileges. Copies of rules and regulations are posted within GVR facilities. The GVR Code of Conduct is supplied to all members.
2. The Chief Executive officer or designee has the authority to determine if a violation is major or minor. The Chief Executive officer or designee is authorized to immediately deny any member access to facilities for a period of up to ten (10) days for minor violations, including, but not limited to, failure to provide his/her membership card or other GVR identification card. In the event of a major violation, including but not limited to violation of any law, physical confrontation, verbal abuse, the Chief Executive officer or designee shall have the authority to immediately deny any member access to facilities until the violation can be investigated and the Board can take action.
3. Minor Incidents - Upon receipt of a complaint from a GVR member or staff the Chief Executive officer or designee will investigate the complaint as follows:
 - a) Contact the person who filed the complaint.
 - b) Contact witnesses or those parties to the incident which resulted in the complaint.
 - c) Contact the member(s) against whom the complaint was filed, either in person or by phone. If direct contact is not available, the contact may be made by email or letter.
 - d) The Chief Executive officer shall then determine if the complaint is valid. If the complaint is determined to be valid, the member(s) may be subject to counseling, either in person or by letter, or may be subject to suspension of any or all privileges, and/or facilities for a period not to exceed ten (10) calendar days. The decision of the Chief Executive officer is final.
4. Major Incidents - Chief Executive officer or designee shall take immediate action and personally handle the situation as follows:
 - a) Contact the President of the Board immediately.
 - b) The Chief Executive officer, the President of the Board of Directors and the chairperson for the Board Affairs Committee shall conduct an investigation within two (2) weeks. They shall convene a meeting with the member and/or a representative against whom the complaint was lodged as well as the complainant, if the member(s) so desire. During the process, the accusing party has the right to submit verbal or written

information subject to rebuttal by the accused and witnesses, if any.

- c) Upon completion of the above, a report on the findings of the investigation, along with recommended actions will be presented to the Board of Directors.
- d) The Board of Directors will convene in an Executive Session within two (2) weeks to review the report, discuss the particulars of the incident and decide on the appropriate action. If a majority of Board members then in office determines that a suspension is warranted, the duration of that suspension must also be determined. The original suspension determined by the Chief Executive officer shall be extended until this process has been accomplished.
- e) If the Board decides to continue the suspension, the Chief Executive officer shall send the member and/or representative a written "Notice of Suspension" within 48 hours of the Board's decision. The "Notice of Suspension" shall include the details of the suspension, as well as the appeal procedure.
- f) If the member and/or representative opts to appeal the Board's suspension of a major issue, the Chief Executive officer, will notify the Board President and will appoint an independent Appeals officer or officers to hear the appeal. The Chief Executive officer will provide the member and/or representative with the date, time and location for presentation of that appeal. The suspension shall continue until the process has been completed. A written response may be presented in lieu of a personal appearance. The Appeals officer(s) shall be authorized to decide if the proposed suspension should be upheld, reduced or cancelled. Unless the Appeals officer(s) decides that the suspension should be cancelled or be reduced, the decision of the Board of Directors shall be final.

1.3.3 Effects of Suspension

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

PART 1 – MEMBERSHIP

SECTION 1 – DUES AND FEES (through 1.1.7 only)

1.1.1 General

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

1.1.2 Annual Dues

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

1.1.3 Annual Dues Installment Payment Plan

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

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

1.1.4 Due Date and Effect of Nonpayment of Annual Dues.

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

1.1.5 Initial Fees

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

1.1.6 Membership Change Fee

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

1.1.7 Other Fees

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

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

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