



## **AGENDA**

**Board Affairs Committee**  
Tuesday, July 12, 2022, Tuesday  
1:30-3:00pm MST  
West Center Room 2 / Zoom

GVR's Mission Statement: "To provide excellent facilities and services that create opportunities for recreation, social activities, and leisure education to enhance the quality of our members' lives."

**Committee:** Donna Coon (Chair), Janet Carter, Carol Crothers, Joyce Finkelstein, Jerry Humphrey, Nellie Johnson, Ed Knop, Barb Mauser, Chuck Soukup, Beverly Tobiason, Jodie Walker, Tony Zabicki, Kathi Bachelor (President), Scott Somers (CEO), Nanci Moyo (Administrative Supervisor/Liaison)

### **Agenda Topic**

- 1. Call to Order / Roll Call – Establish Quorum**
- 2. Approve Meeting Minutes:** June 14, 2022
- 3. Chair Comments**
- 4. Business**
  - a. Review CPM Change Request from N&E Committee
    - Committee Request
  - b. Staff Recommendations for Part 2
    - Staff Redline of Part 2
    - Rules and Procedures College Park, MD
    - Ground Rules Resolution Clatsop County, Oregon
  - c. Duties and Responsibilities of BAC
    - CPM: Section 2 – Board Affairs Committee
  - d. Work Group Reports
    - Bylaws
    - Committee Continuity
- 5. Member Comments**
- 6. Adjournment**

**Next Meeting:** Tuesday, August 9, 2022, West Center, Room 2/Zoom, 1:30-3:00pm



## MINUTES

### Board Affairs Committee (BAC)

Tuesday, June 14, 2022, 1:30pm  
WC Room 2 / Zoom

**Committee:** Donna Coon (Chair), Carol Crothers, Jerry Humphrey, Nellie Johnson, Barb Mauser, Chuck Soukup, Beverly Tobiason, Jodie Walker, Tony Zabicki, Kathi Bachelor (President), Scott Somers (CEO), Nanci Moyo (Liaison/Administrative Supervisor)

**Absent:** Janet Carter, Joyce Finkelstein, Ed Knop

**Visitors:** 3

**1. Call to Order / Roll Call – Establish Quorum**

Chair Coon called the meeting to order at 1:30pm. Roll call by Nanci Moyo. Quorum established.

**2. Approve Meeting Minutes: May 10, 2022**

**MOTION: Zabicki moved / seconded to approve May 10, 2022, Meeting Minutes as presented.**

**Passed: 7 yes / 2 abstain (Humphrey, Soukup)**

**3. Chair Comments:** The focus for the BAC regarding the Corporate Policy Manual (CPM) is to review staff changes as presented at each committee meeting. The proposed changes will be brought to the Board, at one time, at a later date. Any major content changes from the Board or BAC will be held until staff updates are complete.

**4. Business**

1. Club Request: Martial Arts Club

Gary Melton, Dean Curd, and Mark Olton spoke about the Martial Arts Club and answered all committee questions.

**Motion: Coon moved / seconded that the Board Affairs Committee approve the creation of a Martial Arts Club and forward the recommendation to the Board of Directors for its approval.**

**Passed: unanimous**

2. Club Request: Canine Club

Patricia Tinney and Barbara Wray spoke about the Canine Club and answered all committee questions.

**Motion: Coon moved / seconded that the Board Affairs Committee approve the creation of a Canine Club and forward the recommendation to the Board of Directors for its approval.**

**Passed: unanimous**

3. Review CPM Part 2 Board of Directors  
Consensus from the BAC:
  - Change 2.1.1.A.1 first word "Develop" to "Review."
  - Keep current wording in these sections – 2.1.1.A.1 and 3, 2.3.1.D, and 2.3.3.D.
  - This was a preliminary look at Part 2 and will be further reviewed by staff with any potential changes brought back to BAC.
  - Parts 1,2,3 will be brought before BAC at the July meeting with staff recommendations.
4. Discuss Work Groups – Bylaws, Committee Continuity, Operations/Procedures Manual
  - Bylaws Work Group: Chuck Soukup will lead a work group on Bylaws and bring back options on how to proceed to the BAC.
  - Continuity Committee: Nellie Johnson will lead a work group on committee continuity and discuss options on how to proceed.
5. Review Duties and Responsibilities of the BAC
  - This was not reviewed at the meeting.

**5. Member Comments:** Comments were addressed during the meeting.

**6. Adjournment**

**MOTION: Coon / seconded. Adjourn meeting at 3:32pm MST.**

**Passed: unanimous**

**Next Meeting:** Tuesday, July 12, 2022, West Center, Room 2/Zoom, 1:30 – 3:00pm



Green Valley Recreation, Inc.

## Board Affairs Committee

### Request from N&E Committee for a Change in CPM

Prepared By: Nanci Moyo, Admin. Sup.

Meeting Date: July 12, 2022

<p><b>Originating Committee</b> N&amp;E Committee</p>
<p><b>Action Requested:</b> The Nominations and Elections Committee (N&amp;E) requests the Board Affairs Committee revise Part 3 Committees - Section 3.6.2.A.2 of the CPM. It currently reads: "Submit a slate of qualified candidates to the Board of Directors at least one hundred and twenty (120) days prior to the Annual Meeting." Change to read: "Submit a slate of qualified candidates to the Board of Directors at least ninety (90) days prior to the Annual Meeting."</p>
<p><b>Background Justification:</b> The N&amp;E Committee states this does not contradict the Bylaws. The Bylaws require the slate of candidates be submitted 90 days before the Annual Meeting. N&amp;E desires to condense and streamline the election process, and this change to the CPM will help with that process. N&amp;E voted unanimous to send this request to BAC for review.</p>
<p><b>Recommended Motion:</b> Move to replace one hundred and twenty (120) days with ninety (90) days in Part 3 Committees – Section 3.6.2.A.2.</p>
<p><b>Attachments:</b> CPM Section 3.6.2 Responsibilities</p>

### **3.6.2 Responsibilities**

#### **A. Nominations**

1. Determine the qualifications and eligibility of each candidate.
2. Submit a slate of qualified candidates to the Board at least one hundred and twenty (120) days prior to the Annual Meeting.
3. 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.
4. Obtain names of candidates submitted by nomination petition to the Secretary, within the deadline of sixty (60) days prior to the Annual Meeting, if any, and determine the qualifications and eligibility of same.



Green Valley Recreation, Inc.  
**Board Affairs Committee**  
**Part 2: Board of Directors**

**Prepared By:** Nanci Moyo, Admin. Sup.

**Meeting Date:** July 12, 2022

<p><b>Originating Committee / Department:</b>                  Board Affairs Committee (BAC)</p>
<p><b>Action Requested:</b>                  The BAC discuss the staff recommendations in the Redline Part 2: Board of Directors and propose BAC recommendations.</p>
<p><b>Strategic Plan:</b>                  GOAL 5: Provide sound, effective governance and leadership for the corporation</p>
<p><b>Background Justification:</b>                  The Corporate Policy Manual (CPM) is being reviewed by the staff to have the policy and procedures separated into two documents. During this review the staff is also updating each Part of the CPM. Currently, Part 2 is being reviewed by staff and the BAC. This process may take a few meetings to come to a final version of Part 2. Two attachments are being included as suggestions for wording/formatting to be included in Part 2. Note the highlights as suggestions.</p>
<p><b>Attachments:</b></p> <ol style="list-style-type: none"> <li>1) Part 2 Redline by staff</li> <li>2) Rules and Procedures from College Park, MD</li> <li>3) Ground Rules Resolution from an Oregon County</li> </ol>

## PART 2: BOARD OF DIRECTORS

Approved January 28, 2014 except as amended

### SECTION 1 - ~~RESPONSIBILITIES, POWERS, AND DUTIES,~~ ~~AND RESPONSIBILITIES~~

#### 2.1.1 Responsibilities

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

- ~~1.~~ Review the responsibilities, powers, and duties of the Board annually at the first worksession after the Annual Meeting.
- ~~1-2.~~ Review and approve an annual budget and ensure proper financial controls are in place.
- ~~2-3.~~ Recruit and orient new Directors and assess Board performance.
- ~~3-4.~~ Select Appoint a CEO and evaluate the CEO's performance on at least an annual basis.
- ~~4-5.~~ Focus on the intended long-term goals of the organization, not on the administrative or programmatic means of attaining these goals.
- ~~5-6.~~ Establish policies which address:
  - a. The products/services (needs vs costs vs member benefits),
  - b. Ethical and other boundaries for which the staff-CEO shall be held accountable,
  - c. Board roles and responsibilities, and
  - ~~d.~~ Board/staff-CEO relationship-
  - ~~e.~~ Encouragement of diversity in viewpoints
- ~~6-7.~~ Discipline itself as to attendance, speak with one voice, and adhere to policy governance, ASK DONNA HER RENDITION.
- ~~7-8.~~ Provide open and effective governance, represent the best interests of the Corporation and membership, and Be accountable to the membership by competently, conscientiously and effectively executing its governing obligations.

#### 2.1.2 Powers of The Board (updated 5/24/2017)

- A. The Board shall be the governing Board of GVR, establishing policies and monitoring compliance with those policies.
- B. The Board shall participate in developing, tracking, and maintaining a ~~"Strategic Plan"~~ Strategic Plan to assist GVR in shaping its future. The Strategic Plan and its annual update shall help drive ~~the a~~ 5-Year Capital Plan for GVR. Towards that end, the following policies are an integral part of the plan:
1. Annual Strategic Plan Updating-Review - Each year the Board shall review and approve an annual workplan consistent with the update ~~the~~ Strategic Plan ~~and carry it forward one additional year.~~
  2. Integration with Programs and Services - The Strategic Plan ~~and~~

the 5-Year Capital Plan, and the Annual Workplan shall be provided to Board Committees, and GVR staff to facilitate and assist with and support~~the development of~~ action plans-items which pursue the fulfillment of plan objectives.

3. Integration with the Budget Process – The objectives contained in the Strategic Plan and the GVR-5-Year Capital Plan shall provide the primary basis upon which annual budget recommendations are made.
4. Progress Updates to the Board – The 5-Year Capital Plan shall be a standing element report of Board and Board Committee meetings. Written status papers will be provided to the Board prior to the Board Orientation.

### 2.1.3 Director Vacancies (updated 10/25/2016)

- C. Any vacancy on the Board, shall, if possible, be filled by an unsuccessful candidate from the most recent election. Priority will be given to the candidate who received the higher number of votes.
- D. 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-Director vacancy.
- E. If there is no unsuccessful candidate from the most recent 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.
  - F.a. Candidates for the Successor Director position shall:
    1. Complete an application and answers to a list of questions prepared by the Nominations & Elections Committee for Board consideration, and
    2. Address the Board prior to the election of the Successor Director at a meeting of the Board where the election of Successor Director shall occur.
  - z-3.
- G. The Board will vote by secret ballot to elect a Successor Director from among the slate of candidates presented by the Nominations & Elections Committee.

Formatted

Formatted: Left, Indent: Left: 0.75", Hanging: 0.25", No bullets or numbering

## SECTION 2 - OFFICER ELECTIONS

### 2.2.1 General

- A. **All officers are Board Directors and have voting rights.**
- A-B. Election of Board Officers will be done by secret ballot. This is applicable to both the nominating ballots and the electing ballots.
- B-C. Nominations from the floor will not be accepted.
- C-D. Election for each office follows its seniority in the Bylaws: President, Vice President, Secretary, Treasurer, Assistant Secretary, and Assistant Treasurer.
- D-E. The current President, or in his/her stead, the CEO shall administer the election until the new President has been elected.

Commented [SS1]: Move this somewhere else

Formatted: Font: Bold



### 2.2.2 The Nominating Ballot

- A. The President (Chair) will ask that nominating ballots be distributed to each Director.
- B. Each Director receiving a vote is nominated for that office.
- C. A nominating ballot cannot take the place of an electing ballot.
- D. Directors may nominate themselves for any Board office.
- E. Nominees must verbally indicate their willingness to serve before the electing ballot is distributed.
- F. 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

- A. A nominee is considered "elected" if he/she receives a plurality of the votes cast.
- B. Balloting should 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.
- C. 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 (updated 5/24/2016)

### 2.3.1 Rules of Order for Agenda Preparation (adopted 6/3/2014)

- A. Items for agenda consideration ~~are~~ must be submitted to the President and CEO (or the respective designee) by 12pm (noon) six (6) business days prior to the date of the Board meeting. If the deadline for item consideration is not met, the item will be placed on the next regular Board meeting agenda. If during the Approval section of the agenda a majority of Directors support removal of any item(s) it will be removed.
  - ~~1.~~ Questions to review before requesting an item be placed on putting forth an agenda: Does it conform to GVR's mission; Is it urgent; Does it affect all of the GVR membership; Is it a special interest; Is it worth the Board discussion at this time; and How will staff time and other priorities be impacted; Is there another way to handle the request?
  - ~~1-2.~~ Exhibits Board Reports submitted by Directors must include any background materials, recommended action, a written motion, and rationale required for an understanding of the issue.
    - ~~2.~~ Directors 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.
- B. A proposed meeting agenda is developed by the Board President and CEO by close of business ~~four~~ six (4-6) 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.~~
- C. ~~Two~~ Three (2-3) business days prior to the Board meeting the ~~proposed~~ agenda material will be sent to the Board, posted on the GVR website,

Formatted: Indent: Left: 1.38", No bullets or numbering

- and via an eBlast sent to members.
- D. Directors vote to approve the agenda at the Board meeting. The agenda may be amended by a ~~two-thirds (2/3)~~ simple majority vote of Directors present.
  - E. A Regular Board meeting agenda will include: ~~a-1)~~ 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.
  - F. The agenda shall be made available to GVR Members on the GVR website and at the Board meeting in hard copy.

### 2.3.2 Protocol and Conduct for Board Meetings (updated 5/24/2016)

- A. Board meetings are open to the general membership and shall be announced in all available GVR electronic and print media. ~~and are open to the general membership.~~
- B. A Board meeting occurs when a quorum, majority of Board Directors, convenes to consider or transact- business.
  - a. Regular meetings are the voting sessions when the Board takes official action and shall be held at least quarterly on the fourth Wednesday.
  - b. Work Sessions are not for taking action, but are for the Board to hear presentations, discuss facility matters, and listen to pertinent topics. The Work Sessions shall be held the third Wednesday as needed. Board
  - c. Special Meetings may be called by the President, Vice President, or at the request of any two (2) Directors, due to special circumstances. Directors will be given two (2) days written (email) notification of any Special Meeting, followed by an agenda with the topic once meeting is set.
  - d. Executive Session will be closed sessions to handle legal or personnel issues. ~~The Board Directors shall not disclose the information discussed in an Executive Session, but the Board as a whole may vote to make certain items public.~~
  - e. An annual meeting schedule shall be approved by the Board at its first Regular Meeting following the Annual Meeting in March.
- ~~B.C. Board Special Meetings 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.~~
- ~~C.D. Meetings shall be conducted under the latest edition of Robert's Rules of Order, Newly Revised, unless otherwise determined by the Board.~~
- ~~D.E. Board meetings shall be held at least quarterly, at a place and time determined by the Board. MOVED TO 2.3.2.C~~
- ~~E.F. The Board will use the following small Board protocol during Board meetings:~~
  - 1. Directors ~~do not have to stand, but~~ should be recognized by the President to speak or make motions.

Formatted

2. Motions must be seconded.
3. Board meetings are for decision making, action, and votes. AEach Director introducing a motion may speak for no more than ten (10) minutes per to introduce a topic. Comments from Directors should be for no more than three (3) minutes. The Presiding Officer shall actively facilitate and guide discussions to remain on topic.
4. To vote on a subject, a formal motion must be made and seconded.
- ~~4. Informal discussion is allowed on non-motion topics.~~
5. Votes will be taken by a show of hands or a roll-call vote.
- ~~6. To vote on a subject, a formal motion must be made and seconded. The President need not stand when putting items to a vote.~~
- ~~7-6.~~ All motions and amendments shall be in writing, when possible.
- ~~8-7.~~ The President may debate, make motions and vote.
- F-G. GVR Members shall be permitted to address the Presiding Board Officer to provide input, subject to the following protocols:
  1. Member comments shall be addressed to the Presiding Officer and shall not address the actions of one or more individual Directors.
  2. No member may speak until recognized by the Presiding Officer. No member may interrupt another member while he/she is speaking.
  3. Members shall act in a courteous and civil manner.
  4. A member must identify himself/herself by name and provide their GVR number or GVR property address prior to addressing the Presiding Officer.
  5. Members are encouraged to provide written comments in addition to verbal remarks.
  6. 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 ~~one-two~~ (±2) minutes, unless additional time is allotted by the Presiding Officer.
  7. Members may speak for no more than two (2) minutes on any GVR-related issue prior to the consent agenda and adjournment of each regular or special session of the Board, unless additional time is allotted by the Presiding Officer. This is an opportunity for members to provide comments but not an opportunity for members to engage in questions and answers with Board members or staff. If members have questions for the Board, they are encouraged to submit their questions in writing, preferable through the Board email hotline.
  8. If the ~~President or~~ Presiding Officer shall determine in his/her sole discretion that a member's conduct violates ~~one or more~~ any rules of proper protocol for receiving member comments at Board meetings, the Presiding Officer may require the member to leave the meeting or move to recess or adjourn the meeting.
- G-H. Board meetings shall not be adjourned until all agenda items have been considered, except by a ~~two-thirds (2/3)~~ simple majority affirmative vote of the Directors in attendance.

### 2.3.3 Minutes of Board Meetings (updated 9/25/2018)

- A. The CEO's designee shall take minutes at regular, work session, annual and special Board meetings.
- B. Minutes shall be retained permanently with other corporate documents in a secure location.
- C. Recordings of all open Board meetings shall be made available to the public for one (1) year -and then archived in the ~~kept under the~~ custody of the CEO's designee in the Administrative Offices ~~until the minutes have been approved.~~
- D. Minutes of the Board meetings will list the names of 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. 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.

## SECTION 4 - CODE OF CONDUCT

### 2.4.1 Board Code of Conduct (updated 8/26/2020)

- A. The GVR Board 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:
    - a. Interfering with the duties of GVR staff or contractors or giving direction to any GVR employee or contractor.
    - b. Communicating with the press concerning a GVR matter for or on behalf of GVR, without explicit consent from the Board of Directors.
    - c. ~~Communicating with GVR Members in violation of the Email Policy set forth in the CPM. DIRECTOR HILLYER REQUEST TO~~

DELETE

- d. 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.
  - e. Directors must be respectful of differing opinions of fellow Directors. Diversity of viewpoints is encouraged. However, Directors are expected to support duly-adopted Board decisions despite any personal disagreement therewith.
6. 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**

- A. In order to ensure compliance with the GVR Board Code of Conduct (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 LEGAL COUNSEL**

### **2.5.1 Use of Legal Counsel (updated 5/22/2019)**

- A. 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.
- B. GVR contracts, Bylaw changes and all similar documents shall be submitted to legal counsel for review and comment prior to approval by the Board.
- C. ~~The President may assign the~~The CEO ~~to~~may make contact with GVR's Legal Counsel concerning matters affecting GVR, as needed.
- D. ~~The CEO shall make the initial legal contact, when needed, on GVR operational matters.~~

RULES AND PROCEDURES FOR  
THE MAYOR AND CITY COUNCIL OF COLLEGE PARK

I. ADOPTION, REVIEW AND AMENDMENT

A. Adoption. These rules are adopted pursuant to the authority provided in Art. VI, § C6-1 of the City Charter.

B. Biennial Review. These rules and procedures shall be scheduled for review by the Mayor and City Council during the first January Worksession after an election. Public notice and an opportunity for public comment shall be provided prior to making changes to these rules. Changes in procedures may be made by majority vote of the Mayor and City Council at the Regular Meeting after the change in rules or procedures is proposed.

C. Rescission, Amendment, and Suspension of Rules. A motion to rescind or amend the rules and procedures previously adopted or a motion to suspend these rules and procedures may be brought pursuant to the appropriate section of Robert's Rules of Order.

II. GOVERNANCE PROCESS/COUNCIL-MANAGER DELEGATION

Policy 1. Governance Process. The Mayor and Council, on behalf of the residents and visitors of the City of College Park, govern with respect to achieving the City's Mission - The City of College Park provides open and effective governance and excellent services that enhance the quality of life in our community.

Policy 2. City's Interests Come First. Councilmembers will consider the needs and interests of all people in the City, not only the residents in their district.

Policy 3. Governing Style. The Mayor and Council will govern with an emphasis on: (a) outward vision rather than internal processes, (b) encouragement of diversity in viewpoints, (c) strategic leadership more than administrative detail, (d) clear distinction of Mayor, Council, and

053



City Manager roles, (e) collective rather than individual decisions, (f) future rather than past or present, and (g) striving to be proactive rather than reactive.

Policy 4. Mayor and Council Code of Conduct (Chapter 38 of the City Code). The Mayor and Council commits itself and its members to ethical, professional, and lawful conduct, including proper use of authority and appropriate decorum.

Policy 5. Mayor and Council-Management Delegation. The Mayor and Council's connection to the operation of the organization is through a City Manager as provided in the City Charter. The Mayor and Council will direct residents to appropriate departments when resident inquiries arise that concern the delivery of City services.

Policy 6. Accountability of the City Manager. The City Manager is accountable to the Mayor and City Council and is the Mayor and Council's link to the operational achievement and conduct of City staff.

### III. LEGISLATIVE ACTIONS

The City Council affirmatively acts by voting at City Council meetings. Four types of legislative actions taken at City Council meetings are General Motions, Resolutions, Ordinances, and Charter Amendments.

A. General Motions. General motions are used for approval of a City position or a letter, to give direction to staff, to approve contracts, or to set policy. They do not update the City Code or Charter.

B. Resolutions. Resolutions are used to set forth legal decisions and official positions of the City, to set policy, to establish commissions, and to implement programs. Resolutions do not update the City Code or Charter and do not have specific public hearing requirements. Resolutions may be introduced and voted on at the same meeting, and are usually effective immediately upon adoption.



C. Ordinances.

1. Purpose and Requirements. The City Council updates the City Code and adopts other measures as required by State law, by Ordinance, which is enacted pursuant to the provisions of Article VIII of the City Charter. An Ordinance requires an introduction and a public hearing prior to adoption.

2. Public Hearing; Notice. As required by Art. VIII, § C8-2, a public hearing shall be held on proposed ordinances following the advertisement of the ordinance or a fair summary thereof on City-controlled media such as the City website, cable channel, bulletin board and City email listserv. Emergency ordinances shall be considered pursuant to § C8-2B of the College Park Charter.

3. Majority vote. The affirmative vote as per the attached Voting Requirements chart shall be required for the adoption of ordinances. The vote can be held at the same meeting following the Public Hearing or during a subsequent meeting.

4. Adoption. The Council shall not adopt an ordinance or ordinance amendment at the same meeting at which the ordinance is introduced unless it is declared an emergency ordinance. Ordinances shall become effective upon expiration of twenty (20) days following Council approval unless the Council declares otherwise.

D. Charter Amendment Resolutions. Charter Amendment Resolutions are used only to amend the City Charter. Charter amendments may be enacted by charter resolution pursuant to the provisions of §4-301 *et seq.*, of the Local Government Article, Annotated Code of Maryland, and the City Charter. Prior to adoption, a public hearing shall be held on charter resolutions initiated by the Council following advertisement of the resolution or a fair summary thereof on the City website, cable channel, bulletin board and City email listserv and publication in a local newspaper of general circulation. The Council shall not adopt a charter resolution at the same meeting at which it is introduced. The pre-adoption notice and publication requirements of this subsection, as well as the requirement that the charter resolution not be adopted at the meeting at which it is introduced, are self-imposed and may be overridden by the Council by a majority vote.

IV. MEETINGS

A meeting occurs when a quorum of the Mayor and City Council convenes to consider or transact public business (Section C6-2 of the City Charter).

**A. Meeting Schedule.** An annual meeting schedule shall be approved by the Mayor and City Council at its first Regular Meeting in December of each year. Public notice of any changes to the meeting schedule shall be provided as soon as possible. In an election year, the schedule shall be approved by the new Council. Any time requirements related to amendments to agendas and submission of meeting materials will be adjusted accordingly when the meeting is held on a day other than Tuesday.

**B. Regular Meetings.** The Mayor and Council shall normally meet in Regular Meetings on the second and fourth Tuesday of each month if necessary, but, in no event, less frequently than required by Art. VI, § C6-1 of the Charter. The Mayor and Council may meet on other days when, in its judgment, an alternative day is either necessary or desirable. Regular meetings are the voting sessions when the Mayor and Council take official action.

**C. Worksessions.** The Mayor and Council will normally meet in Worksession meetings on the first and third Tuesday of each month. The Mayor and Council may meet on other days when, in their judgment, an alternative day is either necessary or desirable. Additional Worksessions may be scheduled by the Mayor and City Council as required. During Worksessions, the Mayor, Council, and staff hear presentations, discuss the merits of proposed legislation, discuss details of proposed programs, and give direction to staff. When necessary, the Mayor and Council may enter into Special Session during a Worksession. Special Sessions allow the Mayor and Council to take action on items when time doesn't allow for action to occur at the next Regular meeting.

**D. Special Meetings.** The Mayor and City Council may meet in Special Meetings upon written request of either the Mayor or two members of the City Council. Notice of Special Meetings shall be given to each Councilmember at least twenty-four (24) hours in advance of such Special Meeting and shall contain the purpose, date, time and place of such meeting. The matter or matters to be considered at a Special Meeting of the Mayor and City Council shall be stated in

the call to the meeting. No other matters shall be considered unless all members of the Mayor and Council are present.

E. Emergency Meetings. Emergency Meetings may be called with the consent of two-thirds of the Mayor and City Councilmembers available for matters constituting a severe and imminent danger to the health, safety or welfare of the public. Notice of such meetings shall be given as is feasible under the circumstances.

F. Closed Sessions. The Mayor and City Council may close a meeting to the public by a vote in open session under the circumstances, conditions and for reasons set forth in Art. VI, § 6-3 of the Charter. Public notice and summaries of Closed Sessions are provided as required by law. Councilmembers shall not disclose to anyone the information discussed in a Closed Session, unless the Council affirmatively votes to allow a member or the body to do so.

G. Information Meetings. The Mayor and City Council may hold Information Meetings on specific topics. For example, Information Meetings can provide the Mayor and Council the opportunity to discuss possible City legislation or projects with residents and other stakeholders and obtain feedback in advance of drafting legislation. It can provide a forum outside the Worksession for an in-depth discussion of an issue, which may be particularly useful if the anticipated presentation and discussion requires an hour or more. The Mayor and City Council will determine the rules governing presentations made at such meetings. A quorum is not required, and the Council will not vote on any item.

H. Limitation on Number of Meetings. No more than four meetings may be held in any given month, unless approved by a majority of the Council present and voting. Except in the event of an emergency as determined in subsection E, in no event may Council approve more than two additional meetings in any given month.

I. Place of Meeting. All meetings of the Mayor and City Council, unless otherwise determined, shall be held at the Department of Public Works, Davis Hall, 9217 51<sup>st</sup> Avenue, College Park,



Maryland. In addition to the customary forms of notice, the notice of change in meeting place shall be prominently posted on the door of the regularly scheduled meeting place.

J. Meeting Time. Meetings of the Mayor and City Council shall begin at 7:30 p.m. unless a different starting time is established by the Mayor and City Council and reasonable notice thereof is provided to residents of the City. On occasion, and absent objection from the Mayor and Council, when a Worksession agenda is particularly long, a 7:00 p.m. start time may be considered. Any change in the start time of the meeting will be properly advertised.

K. Public Notice of Meeting. Proper notice of all meetings of the Mayor and City Council shall be provided to the public by the City Clerk.

L. Quorum.

1. Quorum requirements. A quorum shall be constituted of five (5) Councilmembers. The Mayor shall serve as the presiding officer. A Councilmember acting as the presiding officer in the absence of the Mayor may be counted as part of the Council quorum and may vote as a Councilmember. To conduct official business, a quorum must be present at all times. To be "present" is defined as being within the Council Chambers or the place in which the meeting is being held as that area may be defined from time to time by the Mayor and City Council. Worksessions do not require a quorum of the Council because the Council does not take official action during Worksessions.

2. Loss of quorum. Once a Regular meeting has been properly convened with the presence of a quorum and the number of persons necessary to constitute a quorum is no longer present, the presiding officer or a Councilmember should bring this fact to the attention of the Mayor and City Council and the Mayor and City Council shall then be automatically recessed until a quorum is reestablished. Upon reestablishment of the quorum, the Mayor and City Council shall resume consideration of the matter before it at the time of the recess. If, in the opinion of the presiding officer, a quorum cannot be obtained within a reasonable period of time, the presiding officer shall declare the meeting adjourned until the next scheduled meeting. At that next meeting, after taking up the usual preliminary matters, the Mayor and City Council shall resume its consideration of the matter that was before it when it previously adjourned. This shall not

prevent any Councilmember from moving to table, defer, postpone, or make any other appropriate motion with respect to any pending matter.

#### M. Agendas.

1. Content. The agenda shall outline the established order of business.

2. Preparation. A proposed agenda is prepared from a master list of Council-approved items generated from requests by the Mayor, Councilmembers and staff and as items arise that are timely and necessary for the conduct of City business. The proposed agenda for all meetings of the Mayor and Council will be finalized for publication by the City Manager and City Clerk in consultation with the Mayor on the Friday before the meeting. Proposed agendas shall be created that can be reasonably accomplished within three hours.

3. Master List. Staff shall maintain a master list of items and may add to it and the proposed agenda as necessary for the efficient conduct of City business. Items should only be added to the Master list or to an agenda once the following are considered:

- 1) Does it fit with the City Mission (*The City of College Park provides open and effective governance and excellent services that enhance the quality of life in our community*) and Strategic Plan?
- 2) Are there time considerations?
- 3) Does it affect a significant number of residents?
- 4) Is there another way to handle it before devoting Mayor and Council discussion time / Staff time?
- 5) Is it strategic/big picture in nature?

Before the Mayor and Council may add an item to a Master list of future agenda items, the following must occur:

1. Complete the appropriate form that responds to the (5) criteria for proposing an item for the agenda.
2. Run item by the City Manager to see if another solution is available.
3. Run item by 1-2 other City elected officials to acquire their feedback.
4. Finally, a majority of Councilmembers must vote in favor of adding an item to the Master list. This can be done at a Worksession during "Requests For/Status of Future Agenda items" or at a Regular Meeting during an appropriate part of the agenda. If an

item fails to receive support to be added at that time, the Councilmember may revise the request based on Council and staff feedback and request at a future meeting that the revised item be placed on the Master list.

Examples of items that *could* be (but not in every case) considered appropriate or inappropriate for an agenda:

Appropriate	Inappropriate
<i>Item has City-wide impact/implication/significance</i>	<i>“In the weeds” – item should be left up to staff</i>
<i>Legal requirement – item must legally be addressed</i>	<i>Staff work – items that involve staff doing their jobs</i>
<i>Policy items</i>	<i>Details of projects, especially smaller projects</i>
<i>Change in practice</i>	<i>Re-litigation of a closed item</i>
<i>Immediate need/opportunity</i>	<i>Enforcement related matters; implementing existing ordinance, policy or practice</i>
<i>An item that will be a problem later if not dealt with</i>	<i>Items that staff have advised against</i>
<i>An item a majority of Council is interested in or wants to explore</i>	<i>Isolated complaints or items that a small number of residents are pushing for and do not require Council intervention</i>
<i>Items where staff has requested Council input or items that would require a high level of staff time</i>	<i>Items that derail current priorities where item could wait until annual priority or strategic planning sessions, unless items are time sensitive)</i>

4. Proposed amendments to the published agenda. The Council is the final authority regarding consideration of items on the agenda. The Council may add, delete, or amend agenda items as it deems necessary on the night of the meeting through its regular agenda approval process, per Section M.7.

5. Notice of Agenda. Agendas for Regular Meetings and Worksessions shall be published on the Friday prior to the meeting.



6. Consent Agenda. Items of routine business that generally require no discussion by Council may be placed on the Consent Agenda of a Regular Meeting. Any member of the Council may remove an item from the Consent Agenda and place it under Action Items.

7. Adoption of Agenda. All meeting agendas and amendments shall be approved by the City Council at the beginning of the meeting. Items on the agenda can be reordered by the Mayor and City Council during the scheduled meeting.

#### N. Distribution of Meeting Materials.

1. Distribution. Meeting materials will be prepared by the City Clerk and published with the agenda and made available to the Mayor and Council and the general public (except for materials which are legally privileged or confidential) no later than close of business on the Friday immediately preceding the meeting at which such matters are to be considered. Materials shall be delivered to the Mayor and Council pursuant to arrangements established with each official. Any meeting materials for items on the published agenda not included in the Friday distribution shall be emailed to Mayor and Council as soon as available.

2. Meeting materials for additions proposed by City staff. Any meeting materials for a proposed addition by staff to the published agenda that are not delivered to Mayor and Council with the Friday distribution of information will be emailed to Council as soon as available.

3. Meeting Folder: Any items submitted after the Friday distribution will be included in a separate folder (red folder) for Mayor and Council at the time of the meeting.

#### O. Conduct of Regular Meetings.

1. Presiding Officer. The Mayor shall preside at all meetings of the Mayor and City Council. The Mayor Pro Tem shall preside at all meetings in the absence of the Mayor. In the absence of both the Mayor and the Mayor Pro Tem, the Mayor or the Mayor Pro Tem, if the Mayor is not available, shall designate a member of the City Council to preside. If the Mayor or the Mayor Pro Tem have not designated a member of the City Council to preside, the most senior member (in case of a tie, the oldest member) shall call the meeting to order. The first order of business shall be a Council vote to select the presiding officer.

2. Parliamentary Authority. Robert's Rules of Order, Newly Revised, as amended, shall govern all questions of procedure not otherwise provided for in these rules or by State or Federal Law.

3. Procedure.

a. Recognition. Councilmembers shall be recognized by the Mayor or presiding officer before speaking. Other persons at a meeting of the Mayor and City Council may speak only when called upon or authorized.

b. Comments on Agenda Items. Council meetings are for decision making, action and votes. A Councilmember who introduces an agenda item for action by the Mayor and Council may provide comments relating thereto after the item has received a second. Comments by the Councilmember who introduces an agenda item shall be limited to three minutes. Following introduction and seconding of an agenda item, each member of the Council and the Mayor may provide comments on the item. Comments shall be limited to three minutes and should focus on the motion under consideration. Amendments shall be treated as a new item for purposes of Council comments. When considering items where many questions are anticipated, a "round" approach shall be used in which each Councilmember, the Mayor, and appropriate staff shall be limited to one question per "round". All members should resist repetition and stay on topic. Consider the time frame allotted and guide one's speaking time accordingly. The presiding officer shall actively facilitate and guide discussion to remain on topic and cut off overly lengthy remarks with support by the Council. The Mayor and Councilmembers shall avoid creating surprises and asking unexpected questions of staff and each other at meetings.

4. Motions in Writing. All motions and amendments pertaining to Ordinances, Council policies or other substantive proposals shall, where possible, be made in writing.

5. Reconsideration. A motion to reconsider a vote on any action may be made no later than the next Regular Meeting following the meeting at which the action to be reconsidered was taken. A motion to reconsider may be made only by a Councilmember who voted on the prevailing side of the action to be reconsidered or by a member absent when the vote was taken, although any member of the Council, and the Mayor when voting as allowed by law, may support the motion to reconsider. A motion to reconsider may be approved by a simple majority of those Council members present and voting. The same number of votes shall be required to approve the action upon reconsideration as was required to pass or adopt the original action.



6. Voting by Councilmembers and Mayor. When a question is put forth by the presiding officer, every member of the City Council present, and the Mayor, when authorized by law to vote, shall vote for or against the question before the Council unless the Councilmember or Mayor provides an explanation for abstaining. Upon request of any Councilmember or decision by the Mayor, a roll call vote will be taken.

7. Public Participation. Members of the public may speak at Regular meetings of the Mayor and City Council according to procedures established by the Mayor and City Council.

a. Sign-up Procedure. Speakers should complete a card (found on the agenda table) with their name and leave it at the podium when they come up to speak. This will ensure that the Minutes record the proper spelling of their names. Any person addressing the Mayor and Council should state for the record their name and whether they are a resident of College Park. Persons addressing the Mayor and Council should do so in a courteous and considerate manner.

b. Oral Comment.

1. Non-agenda and Consent Agenda Items. Comments are limited to three minutes per person and will be taken at the beginning of the Council meeting.

2. Action Items. Comments are limited to three minutes for individuals and five minutes for speakers representing a group or organization. Comments on amendments shall be limited to one minute. The Mayor and Council may, by simple majority vote of those present, alter or waive the time requirements.

c. Written Comment. Comment may be submitted in writing at or prior to the meeting. In order to be received by the Council as part of the record, the comment must include the specific agenda item to which it relates and their name and whether they are a resident of College Park. Comments that are submitted to the City Clerk prior to the close of business (5:00 p.m.) on the day of the meeting will be provided to the Mayor and City Council at the start of the meeting.

8. End of Meeting. It is the goal of the Mayor and Council to complete all Regular Council Meetings by 10:30 p.m. If the meeting has not adjourned by 10:30 p.m., then a motion, a

second, and majority approval must be made to continue the meeting another 30 minutes at which time the meeting must adjourn.

#### P. Conduct of Worksessions.

1. Neither the Mayor nor any member of Council may speak for more than three minutes without interruption upon any single agenda item. The presiding officer shall deny the floor to any member of the Council after that person has spoken for three minutes or more, either at the presiding officer's own instance or upon a point of order. Information pertinent to the Worksession should be provided by staff and Councilmembers in advance when possible. All members should resist repetition and stay on topic. Consider the time frame allotted and guide one's speaking time accordingly. The presiding officer shall actively facilitate and guide discussion to remain on topic and limit overly lengthy remarks with support by the Council. A queue is not necessary to speak.
2. A request for a show of hands not to discuss an agenda item any further shall always be in order.
3. Presentations shall be generally limited to fifteen minutes (not including the Q & A time).
4. It is the goal of the Mayor and Council to complete all Worksessions by 10:30 p.m. If the meeting has not adjourned by 10:30 p.m., then a straw vote of a simple majority of the Council must be made to continue the meeting another 30 minutes at which time the meeting must adjourn.
5. Because a quorum is not required, individual Councilmembers or the Mayor may leave the meeting without affecting the continuation of the Worksession.

#### Q. Disorderly Conduct.

1. The presiding officer shall preserve decorum, and will determine points of order, subject to the right of any Councilmember to appeal to the Council, and call to order any person who disrupts the orderly conduct of business at meetings including speaking without being recognized, exceeding designated time limits, failure to be germane to the issue being presented or use of vulgarities. The presiding officer will enforce order, prevent attacks on personalities or the impugning of Councilmembers' motives, and keep those in debate to the question under discussion.



2. Any person making disruptive or threatening remarks or actions during a meeting may be barred by the presiding officer from further attendance at that meeting unless permission is granted by a majority vote of the Councilmembers present.

#### R. Record of Meetings.

1. Responsibility for meeting record. The City Clerk or the City Clerk's designee shall be responsible for minutes of each Regular Meeting and Worksession of the Mayor and City Council and for maintaining the official record, which shall include all Council actions. Minutes shall include:

- a. all motions made, the name of the motion maker and second, the method and outcome of the votes taken, names of guests and their affiliation; and
- b. copies of resolutions, new or revised ordinances or other actions approved by the Mayor and City Council.

2. Public access to meeting records. Minutes and records of meetings of the Mayor and City Council shall be made available to the public by the Clerk in accordance with the Public Information Act and the State Open Meetings Laws.

#### S. Conduct of Councilmembers.

1. If the Mayor or any member of the Council indulges in any language or conduct unbecoming to the office, the member shall be called to order by the presiding officer and, in such case, the offending member shall lose the floor and shall not proceed without the approval of the majority of the members present. The Mayor and Council may, by majority vote of all members of the Mayor and Council, excluding the offending member, expel the Mayor or any member of the Council from a meeting for disorderly conduct or violation of Council rules.

2. Councilmembers will preserve order and decorum during Council meetings and will not by conversation or other action delay or interrupt the proceedings or refuse to obey the orders of the presiding officer and Council Rules. When addressing staff or the Mayor and fellow Councilmembers, Councilmembers shall confine themselves to questions or issues that are under discussion; and will treat each other and staff with respect.

3. Conflict of Interest. The Mayor or any Councilmember shall not participate in any matter pending before the Council in which the Mayor or Councilmember has a conflict of interest, as

defined in the City's Code of Ethics, or has taken a formal position as a party in a legal matter which is contrary to the legal position of the City of College Park in such matter.

#### 4. Communication among Councilmembers

The Mayor and Council may not communicate online in a manner that constitutes a "meeting." A meeting happens when a quorum of the Mayor and Council communicate at the same time, or closely in time, about public business. This can take the form of "replying all" in successive communications. This applies to all platforms, and could include posts on social media, texting, instant messaging, emailing, etc. during public meetings and at other times.

#### 5. Disclosure of Communication with Entities interested in matters before the Council

[Intentionally blank]

6. When the Mayor or a Councilmember writes a newsletter, blog, email, or other public communication intended for general distribution, the elected official shall include an attribution statement to identify that the communication is from the individual elected official and is not City sanctioned or approved. Whenever possible, the elected official shall reference the official City communication on the matter being discussed. Further, if an elected official gives a statement in their elected capacity on an issue affecting the City, the Mayor or Councilmember shall first identify the adopted position of Mayor and Council with respect to that subject, if any. Thereafter, the Mayor or Councilmember may provide a statement of personal opinion or comment (including a minority or opposing viewpoint), provided the Councilmember expressly acknowledges that such statements do not represent the position of the City.

### V. MISCELLANEOUS

1. Use of Staff Resources. Mayor and Councilmember requests that will require City resources or divert staff from their regular duties of fulfilling the mission, vision, and strategic plan of the City and priorities of the Council should be brought to the Council for Council discussion and consideration per Section M.3. Requests for information concerning City service or functions should be made through the City Manager or to the appropriate Department Head with a courtesy copy to the City Manager. Responses will include the question and the answer and include the Mayor and Council to ensure all elected officials receive the same information.

2. **Public Notice.** Any public notice required in these rules shall be given in the following manner unless otherwise stated herein: by posting on the City website, the City cable channels, City Hall Bulletin Board and City email listserv.

**Attachment:**

1. **Voting Requirements Chart effective 6/13/2018**
2. **Form "Request for a Future Agenda item"**



RESOLVED

MAR 15 2007

IN THE BOARD OF COUNTY COMMISSIONERS

Doc # 2007030018

FOR CLATSOP COUNTY, OREGON

ADOPTING GROUND RULES FOR  
THE BOARD OF COMMISSIONERS

)  
)

RESOLUTION AND ORDER

WHEREAS the Board of Clatsop County Commissioners desires to establish ground rules for its interactions; and

WHEREAS on February 7, 2007, the Board of Commissioners discussed and identified certain ground rules;

NOW, THEREFORE, the Board of County Commissioners does hereby resolve that its ground rules are adopted as follows:

**Community's interests come first.** Commissioners will represent the needs and interests of all of the people in the county - NOT just their districts.

**Don't spring surprises on other board members or the manager.** Nothing will be brought up unexpectedly at a meeting. We agree to ask to place an item on the agenda.

**Follow the chain of command.** The last stop, not the first, will be the Board. Inquiries will be referred to the manager who will take it from there. We agree not to meddle.

**Practice the governance role.** We will emphasize planning, policymaking and communication rather than becoming involved in management issues.

**Utilize manager input.** We will listen to our manager's recommendations, suggestions and proposals on matters that come before the Board.

**The Board will act as a body.** Individual board members do not have authority. When board members serve on various committees, the board will define their role as active participant or observer. The board chairperson will communicate the position of the board on matters.

**Practice efficient decision-making.** Board meetings are for decision-making, action and votes, not endless discussion. We agree to move the question when discussion is repetitive.

**The Board has only one employee.** For most official purposes the board has only one employee - the County Manager. The County Manager is responsible for the rest of the staff.

**The Board will cultivate positive relationships.** Board members will value and honor differences and diversity.

DATED this 14<sup>th</sup> day of March 2007.

BOARD OF COUNTY COMMISSIONERS  
FOR CLATSOP COUNTY, OREGON

  
Richard H. Lee, Chairperson



## SECTION 2 - BOARD AFFAIRS COMMITTEE

### 3.2.1 Duties and Responsibilities

- A. Recommend modifications in organizational policies and governing values to help guide the Board in achieving its strategic goals. Assist the Board in effectively carrying out its governing functions in such a manner so as to clearly delineate the roles and responsibilities between governance and management.
- B. Review and recommend revisions, when appropriate, to the governing documents of the Corporation.
- C. Endeavor to maintain a community link with residents of the greater Green Valley community.
- D. Review and recommend Board action on group applications for GVR "Club Status."
- E. Where appropriate, recommend modification to GVR club policies, in keeping with the best interest of the Corporation.
- F. 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 Board or committee meetings, or proposed by member input.
- G. Forward all proposed revisions to the Articles of Incorporation and Bylaws to legal counsel for opinion, including the effect on tax-exempt status. After consultation, the specific wording of the recommended modifications shall be forwarded to the Board for their review and appropriate action.
- H. 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. Meet with Club officers to adjudicate any disputes concerning the Annual Club Agreement.
- J. If a committee wishes to make changes to the Corporate Policy Manual (CPM):
  1. The committee will provide a paragraph stating the purpose and goal of the proposed changes to the Board Affairs Committee (BAC).
  2. If the BAC approves the purpose and intent, BAC will forward to GVR's legal counsel to draft changes.
  3. The draft changes will be presented to BAC and the committee submitting the request.
  4. If approved by both the BAC and the committee, the draft will be forwarded as a recommendation to GVR Board of Directors for approval.