



AGENDA

Board Affairs Committee

Tuesday, September 13, 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), Carol Crothers, Joyce Finkelstein, Jerry Humphrey, Nellie Johnson, Ed Knop, Barb Mauser, Chuck Soukup, Beverly Tobiason, Jodie Walker, Tony Zabicki, Kathi Bachelor (ex-officio), Scott Somers (CEO), Nanci Moyo (Administrative Supervisor/Liaison)

Agenda Topic

- 1. Call to Order / Roll Call – Establish Quorum**
- 2. Approve Meeting Minutes:** August 9, 2022
- 3. Chair Comments**
- 4. Business**
 - a. CPM Part 1: Guest Pass Policy
 - 1) Current Guest Policy Per the Corporate Policy Manual (CPM)
 - 2) Member and Staff Considerations
 - 3) Similar Communities/Organizations
 - 4) Suggested Changes to the Guest Policy
 - b. Work Group Reports
 - 1) Bylaws
 - 2) Committee Continuity
 - c. CPM Parts 2 – 4
 - 1) Part 2 Redlined
 - 2) Part 2 Clean
 - 3) Part 3 Redlined
 - 4) Part 3 Clean
 - 5) Part 4 Redlined
 - 6) Part 4 Clean
- 5. Member Comments**
- 6. Adjournment**

Next Meeting: Tuesday, October 11, 2022, West Center, Room 2/Zoom, 1:30-3:00pm



MINUTES

Board Affairs Committee

Tuesday, August, 9, 2022, 1:30pm
WC Room 2 / Zoom

Committee: Donna Coon (Chair), Joyce Finkelstein, Jerry Humphrey, Nellie Johnson, Ed Knop, Chuck Soukup, Beverly Tobiason, Jodie Walker, Tony Zabicki, Kathi Bachelor (ex-officio), Scott Somers (CEO), Nanci Moyo (Liaison/Administrative Supervisor), Natalie Whitman (Communications Manager), and Kris Zubicki (Recreations Service Director)

Absent: Carol Crothers, Barb Mauser

Visitors: 8

- 1. Call to Order / Roll Call – Establish Quorum**
Chair Coon called the meeting to order at 1:29pm. Roll call by Nanci Moyo. Quorum established.
- 2. Approve Meeting Minutes: July 12, 2022**
MOTION: Johnson moved/seconded to approve July 12, 2022, Meeting Minutes as presented.
Passed: 7 yes / 2 abstained (Tobiason, Zabicki)
- 3. Chair Comments –** Chair Coon moved Business d.2 Committee Continuity up to under b.2.
- 4. Business**
 - a. Canine Club Application
The Canine Club application was pulled from the Board of Director's meeting on July 13, 2022, to have the application bylaws redone and be brought back through the process. This was completed by the club and staff, and brought back to the Board Affairs Committee for approval and forwarding to the Board.
MOTION: Coon moved/seconded to approve the Canine Club application and forward to the Board.
Passed: unanimous
 - b. Corporate Policy Manual (CPM) Part 2
 - 1) Redlined Version – staff and BAC
 - 2) Clean VersionCEO Somers explained CPM Part 2 Board redlined version and the changes made from BAC and staff suggestions since the last BAC meeting. New suggestions from the BAC include:

- Section 2.3.4 will change to Section 2.3.2 and Section 2.3.2 will move to Section 2.3.4 for better flow.
- Section 2.3.1.C remove the word “all” in two places.
- 2.3.1.A and 2.3.2.B (which will be 2.3.4.B) add the wording “excluding Executive Sessions” after Board meetings and at the end of the sentence on B.
- 2.1.1.A Change the second sentence to read “The governing Board year begins after the Annual Meeting and ends following the next Annual Meeting.”
- Change all the wording to majority vote from simple majority and plurality.

MOTION: Finkelstein moved/seconded to accept the changes for the CPM Part 2 Board of Directors, along with the amendments discussed at this meeting and to forward to the Board of Directors. Passed: unanimous

c. Guest Pass

- 1) CPM Part 1 Membership and Facilities – Section 2 1.2.2 Guest Policy
- 2) Research from Other Organizations

CEO Somers reviewed the issues regarding Guest Pass and asked for discussion from the committee. Highlights of discussion:

- Sun City has staff checking in members and guests at the four different facilities. Sun City charges a fee per day for guests.
- Options for payments can be made at the Center for a guest pass or purchases online or through an app.
- Staff will work on Center logistics and staffing.
- This is an open discussion and staff will bring back options for guest passes (daily, weekly and monthly passes). Research will be done on like organizations and their guest pass policies.

d. Work Group Reports

- 1) Bylaws – No report for this meeting. A meeting is scheduled for August 10, Wednesday, and a report will be given at the September 13 BAC meeting.
- 2) Committee Continuity – A PDF is in the Meeting Book covering improvements for the effectiveness of committee structure which was reviewed thoroughly during the meeting.

5. Member Comments: 3 comments regarding Guest Pass issues.

6. Adjournment

MOTION: Johnson moved/seconded to adjourn meeting at 3pm.

Passed: unanimous

Next Meeting: Tuesday, September 13, 2022, West Center, Room 2/Zoom, 1:30 – 3:00pm



Green Valley Recreation, Inc.
Board Affairs Committee

Guest Pass Policy

Prepared By: Nanci Moyo, Admin. Sup.

Meeting Date: September 13, 2022

Presented By: Kris Zubicki, Recreation Srv. Director

<p>Originating Committee / Department: Administrative/Recreation</p>
<p>Action Requested: Review recommendations by staff on the Guest Pass Policy.</p>
<p>Strategic Plan Goal: Goal 3: Promote increased involvement of members in GVR. INITIATIVE 3.3: Ensure systems and processes are easy, simple, and customer/member-centric.</p>
<p>Background Justification: GVR has long faced challenges with Guest Card misuse. While a large portion of our membership is aware of the policy and adheres to it, there is an increasing number that do not. This misuse has continued to intensify with improperly using a Guest Card for tenants, airbnb and VRBO rentals, and local friends.</p> <p>In recent years, we have seen a Guest Card Task Force make recommendations to attempt to address these issues. On September 27, 2016, the Board of Directors accepted a Fiscal Affairs committee recommendation to eliminate the Annual Guest Card. This was not implemented and we continue to experience similar issues.</p> <p>GVR is a private membership organization, and our goal is to ensure we protect our member's interests which includes members having proper accessibility to the facilities and amenities they pay for. Non-eligible guests add additional wear and tear on our equipment and facilities and can negatively impact the accessibility for our members.</p>
<p>Fiscal Impact: There is fiscal impact depending on the outcome of the policy.</p>

Committee Options:

- 1) Discuss Staff Recommendations and Approve a Recommendation for Board Consideration
- 2) Hold an Informational Meeting for Members
- 3) Finalize a Guest Policy After an Informational Meeting for Members and Approve a Recommendation for Board Consideration

Staff Recommendation:

Included in the Attachments

Attachments:

- 1) Current Guest Policy Per the Corporate Policy Manual (CPM)
- 2) Member and Staff Considerations
- 3) Similar Communities/Organizations
- 4) Suggested Changes to the Guest Policy

Current Guest Policy per the Corporate Policy Manual

1.2.2 Guest Policy (effective 1/1/2020)

- A. Guest privileges are intended for temporary visitors of a Regular Member, Assigned Member, Tenant, CRCF Resident, or Life Care Member of GVR and who live 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.
- B. GVR Members, Assigned Members, Life Care Members and CRCF Residents may purchase one (1) annual guest card which allows for an unlimited number of guests and guest visits. Annual guest cards are valid through the end of the calendar year and fees are not prorated. No more than one (1) annual guest card may be purchased by a GVR Member regardless of the number of properties owned and may not be purchased for tenant-occupied properties.
- C. GVR Members, Assigned Members, Life Care Members, CRCF Residents, and Tenants may purchase daily guest cards which allow for an unlimited number of guests on a specific day.
- D. 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.
- E. Guests under the age of 18 do not require guest cards and must be accompanied by an adult with privileges to use GVR facilities.
- F. Replacement of a lost or damaged annual guest card must be obtained at a customer service office for a fee established by the Board. Lost cards will be deactivated to prevent future use of the card. Damaged cards must be returned to a customer service office before a replacement card will be issued.
- G. 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.
- H. 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.

Member and Staff Considerations

- Maintain or increase the 20-mile radius limitation to 25 from the GVR boundary requirement. Provide a clear map illustrating a 20-mile circumference
- Eliminate annual guest passes. Instead, consider providing daily and weekly guest passes. This will deter misuse by Tenants, Airbnb, VRBO, non-eligible guests, etc.
- Determine a daily and weekly guest pass price point that discourages abuse, but allows for legitimate guests of members to utilize and enjoy the facilities. For example, the fee should be greater than GVR membership.
- Members must purchase guest passes for their guests. Each guest must carry their own guest pass. Eliminate the current policy provision which allows for unlimited guests and unlimited guest visits.
- Consider limiting the number of guest passes that a member may purchase within a year.
- Consider maintaining the current policy of not requiring guests under 18 to have a guest pass, but that they must be accompanied by an adult with GVR privileges.
- Consider paper guest passes with bar codes and a picture of the guest on it.

Saddlebrook

- Guest cards may be obtained by a member/owner, associate member or renter at the SBHOA#2 Administration Office. These cards are issued for a maximum of 15 days and can be renewed for an additional 15 days during any 12-month period. No further cards will be issued to that guest during that period.

Quail Creek

- Guest cards are issued to guests over 18 and can be issued for 30 days maximum per calendar year.
- Guest Pass cards are issued for a maximum of fifteen (15) days and can be renewed for an additional fifteen (15) days during any twelve (12) month period.

Sun City West

- Your guests are welcome here, however as all facilities are private (golf and bowling are semi-private) and for the exclusive use of Association members, your guests are required to follow all Association rules. Their presence shall not interfere with the peaceful enjoyment of the facilities by the members.
- Sun City West residents who are not members of the Association may NOT use the facilities as guests. If they are living in the household of a member, they may purchase an Associate Membership.
- Guests under the age of 16 must be accompanied by a responsible adult at all times.
- All guests must be checked in by a member when visiting facilities. The appropriate fee will be deducted from the host's Member Credit account. With this payment, the guest will receive a printed receipt from the monitor. The receipt must be retained for the remainder of the day and will serve as evidence of payment for that guest(s), who may then use other facilities for the remainder of the day at no additional charge (excluding golf and bowling).

Festival Sun City

- Guests must be sponsored by a Member in any Association facility and must adhere to all rules and regulations, including restrictions for health and safety.
- When sponsoring a guest, the Member must sign the guest in to the facility on the first day that the guest will be using the facility.
- Guest passes may be purchased in a maximum of five-day increments. Multiple day guest passes (either three or five visit guest passes) will be issued an expiration date of seven days from the date of purchase, enabling the guest to use the purchased day visits any day prior to the expiration date of the guest pass.
- Guests must show valid identification and the guest pass each time they enter the facility. There is no requirement for the Member to remain in the company of the guest.
- Guest use of facilities is limited to a maximum of six guests per household.
- Guest fees will be charged on a per day basis. Such fees will be established and updated from time to time by the Board of Directors.
- As the Member population expands, and the demand for facilities and programs increases, the Board may set additional limits on the number of guests and/or visits that a Member may sponsor. Guests are not permitted to bring other guests of their own.

1.2.2 Guest Policy (effective 1/1/2020)

- A. Guest privileges are intended for temporary visitors of a Regular Member, Assigned Member, Tenant, CRCF Resident, or Life Care Member of GVR and who live 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.
- B. GVR Members, Assigned Members, Life Care Members, CRCF Residents, and Tenants may purchase either a daily or weekly guest card pass. Each guest will require a valid guest pass.
- C. Guest card purchases will be limited to 30 daily guest cards and 10 weekly guest passes per eligible primary GVR property.
- D. Each adult guest 18 years of age and older is required to have a valid guest pass when visiting GVR facilities.
- E. Guests under the age of 18 do not require guest cards and must be accompanied by an adult with privileges to use GVR facilities.
- F. Replacement of a lost or damaged guest pass must be obtained at a customer service office. Lost passes will be deactivated to prevent future use of the pass.
- G. 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.
- H. 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 'tap' a GVR-issued ID card.

Work Group Recommendations

Improving the Effectiveness of Committee Structure

September 13, 2022

Review of Current Practice/ Recommendations

Item	Current	Recommendation	Change to Bylaws and/or CPM
# of Standing Committees and Ad Hoc/Special Committees	5 Standing Committees 2 Ad hoc /Special	No change; minor refinement to CPM to make it in sync with Bylaws	CPM – yes clarify Audit Committee is a special committee
Role of Committee	Advise and Recommend ; Board doesn't delegate any authority to Committee	No change; important to reinforce to Committees;	None
Size of Committee	No requirement for minimum or max. Size has varied each year depending on Chair Currently, Committee size ranges from 4 to 11	Require a minimum of 5 and suggested maxi of 12	CPM yes.
Are Board Directors required to serve on Committee	No: Currently 8 of the 12 serve on committees; 4 do not; but this varies by year because Committee chairs do not need to include Board of Directors on committee	A Board Director should serve on at least one committee but no more than two; except for Board President who is ex officio on all committees	CPM – yes
Should there be a certain # of Board Directors on a Committee	Board Affairs and Fiscal Affairs have 2 board members per agreement of these two members;	no more than 2 Directors on a Committee ; Other Directors are able to attend meetings; Committee members should not serve on more than 2 committees	CPM yes

Item	Current	Recommendation	Change to Bylaws and/or CPM
Appointment of Committee Chair	Board President appoints chairs with approval by Board	No change;	None
Appointment of Committee members	Appointed by Chair for one year	<ol style="list-style-type: none"> 1. GVR Members must submit an application for a Committee appointment. 2. The President, Chairperson, and CEO will review applications. After review of the applications the Chairperson will select Committee members and submit the appointments to the Board for approval at the April Meeting. 3. Staff members, as liaisons to the Committees will be selected by the CEO. 4. Two-thirds of the Directors (8) is needed to overrule a selection. 5. Vacancies on the Committee during the year may be filled by the Chairperson after consulting with the President. Committee members may be removed from a Committee by the Chairperson or the Board by a vote of two-thirds (8) Directors 	<p>Change CPM</p> <p>Request Change in Bylaws</p>

Item	Current	Recommendation	Change to Bylaws and/or CPM
Terms Limits	None: 3 members serve on three different committees	<ol style="list-style-type: none"> 1. Recommend 3-year term; Member can resign, if unable to fulfill three years; 2. during the transition, appoint 1-, 2-, and 3-year members and phase in requirement. ; 3. Limited to 6 year terms; 4. Committee members are limited to two committees, if approved by Board. 	Change in CPM only;
How is the work of Committee continued between fiscal years .	No requirement	<ol style="list-style-type: none"> 1. Responsibilities of Committee Chairperson, in conjunction with committee members is to identify goals in conjunction with the Strategic Plan; 2. provide action plans to the Board for approval; provide quarterly updates to the Board; 3. and at year-end identify accomplishments of the committee and continuing tasks for the next year. 	CPM

Item	Current	Recommendation	Change to Bylaws and/or CPM
Recruitment	No mention of topic	1. Look at promoting membership recruitment; promote committee membership	Staff to work with N/E in coordinating events; communications in newsletters
Orientation/Education	No mention of topic Last year, manual was provided to Committee members	1. Schedule orientation in April for all committee members;	Staff to handle it ; check out Bd. Of Directors Orientation (under gov. on website); staff can do similar for committee
Recognition	No mention	1. Celebrate committee involvement thru annual celebration party; celebrate achievements;	Staff

Next Steps

- Week of Sept: 12th: Based on approved version by BAC, forward document to attorney for review
- Board Work Session:
- Board Meeting:



Green Valley Recreation, Inc.
Board Affairs Committee

CPM Parts 2 - 4

Prepared By: Nanci Moyo, Admin. Sup.

Meeting Date: September 13, 2022

Presented By: Donna Coon, Chair

<p>Originating Committee / Department: Staff</p>
<p>Action Requested: Review Part 2 Board of Directors additional change in Section 1 – 2.1.1.C.3 Review Part 3 Committees Review Part 4 CEO</p>
<p>Strategic Plan Goal: GOAL 5: Provide sound, effective governance and leadership for the corporation</p>
<p>Background Justification: Part 2 was approved to go to the Board’s September Regular Meeting at the August 9, 2022, BAC Meeting. An additional change was added to Part 2, Section 1 – 2.2.1.C.3 for training and education for the Board. This is found in the Part 2 Redlined version. Part 3 has been reviewed by the staff and is before the BAC for review. Part 4 has been reviewed by the staff and is before the BAC for review.</p>
<p>Committee Options:</p> <ol style="list-style-type: none"> 1) Review all the Parts, send back to staff with changes, final staff review, and return to BAC for final approval recommendation to the Board. 2) Review all the Parts, accept the changes, and approve for recommendation to the Board for approval. 3) Review and add/delete changes, and approve for recommendation to the Board for approval.
<p>Staff Recommendation: #1</p>
<p>Attachments:</p> <ol style="list-style-type: none"> 1) Part 2 Redlined 2) Part 2 Clean 3) Part 3 Redlined 4) Part 3 Clean 5) Part 4 Redlined 6) Part 4 Clean

PART 2: BOARD OF DIRECTORS

Approved January 28, 2014 except as amended

SECTION 1 -- GOVERNANCE POWERS, DUTIES, AND RESPONSIBILITIES

2.1.1 Powers and Responsibilities and Duties

A. ~~The Board shall be the governing Board of GVR, establishing policies and monitoring compliance with those policies. The governing Board year begins the day following after the Annual Meeting and ends after to the following Annual Meeting.~~

B. ~~The Board shall participate in developing, tracking, and maintaining a strategic plan to assist GVR in shaping its future. The Strategic Plan and it's annual update accompanying annual Work Plan shall help drive 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 Work Plan 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 Work Plan 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.~~

~~A-C.~~ 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 wWork sSession 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. Attend orientations, retreats, trainings, and conferences, etc. for continuing education for the role and responsibility of the~~

- Formatted: Strikethrough
- Formatted: Strikethrough
- Formatted: Strikethrough
- Formatted: Left
- Formatted: Highlight
- Formatted: Strikethrough
- Formatted: Highlight
- Commented [NM1]: Added
- Formatted: Strikethrough
- Formatted: Strikethrough
- Formatted: Strikethrough
- Formatted: Strikethrough
- Commented [NM2]: Added
- Commented [NM3]: Added
- Formatted: Highlight
- Formatted: Highlight
- Formatted: Highlight
- Formatted: Highlight
- Commented [NM4]: Added
- Formatted: Strikethrough
- Formatted: Strikethrough
- Commented [NM5]:
- Commented [NM6]: Added
- Formatted: Highlight
- Formatted: Strikethrough
- Formatted: Highlight
- Commented [NM7]: Added
- Formatted: Highlight
- Formatted: Left, Numbered + Level: 1 + Numbering Style: A, B, C, ... + Start at: 1 + Alignment: Left + Aligned at: 0.75" + Indent at: 1"

Director position.

- 4. ~~Select-Appoint a CEO~~ and evaluate the CEO's performance on at least an annual basis. ~~The CEO is the Board's only employee and the CEO is responsible for the staff.~~
- ~~3-5.~~ Seek CEO recommendations, suggestions, and proposals on matters that come before the Board.
- ~~4-6.~~ Focus on the intended long-term goals of the organization, not on the administrative or programmatic means of attaining these goals. The Board's connection to the operation of the organization is through the CEO, and all operational and departmental questions and issues shall be directed to the CEO.
- ~~5-7.~~ 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~~
 - ~~c.~~ Board/~~staff-CEO~~ relationship;
- ~~6-8.~~ 8. Value and honor differences and encourage diversity in viewpoints.
- ~~7-9.~~ 9. Adhere to practices of good governance; discipline itself as to attendance and meeting preparation; and support all policies approved by the Board. Individual Directors shall not undermine Board decisions, speak with one voice, and adhere to policy governance.
- ~~7-9.~~ 10. 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.

Formatted: Indent: Left: 0.44", No bullets or numbering

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

- ~~B.A. The Board shall be the governing Board of GVR, establishing policies and monitoring compliance with those policies.~~
- ~~C. The Board shall participate in developing, tracking, and maintaining a "Strategic Planplan" 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.~~

Formatted: Strikethrough

Commented [NM8]: Moved to 2.1.1.A

~~Written status papers will be provided to the Board prior to the Board Orientation.~~

Commented [NM9]: Moved to 2.1.1.B

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

~~D. 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.~~

~~E. 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.~~

~~F. 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.~~

~~G. 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~~

~~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.~~

~~2.~~

~~H. 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

Commented [NM10]: Moved to Section 2 and should be 2.2.4

SECTION 2 - OFFICER ELECTIONS

2.2.1 General

~~A. All officers are Board Directors and have voting rights.~~

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

B. Nominations from the floor will not be accepted.

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

D. The current President, or in his/her stead, the CEO shall administer the election until the new President has been elected.

Commented [SS11]: Move this somewhere else

Formatted: Strikethrough

Formatted: Strikethrough

Formatted: Font: Bold, Strikethrough

Formatted: Font: 11 pt

Formatted: Numbered + Level: 1 + Numbering Style: A, B, C, ... + Start at: 1 + Alignment: Left + Aligned at: 0.75" + Indent at: 1"

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 majority~~ vote of the votes cast.
- B. Balloting should be repeated as many times as necessary to obtain a ~~plurality majority~~ 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.

2.2.4 Director Vacancies (updated 10/25/2016)

- A. ~~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.~~
- B. ~~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.~~
- C. ~~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 advertise and 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.~~
 - ~~D. 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~~
 - ~~1. 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.~~
- D. ~~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 3 - ~~BOARD MEETINGS~~ (updated 5/24/2016)

2.3.1 Board Meetings~~Rules of Order for Agenda Preparation (adopted 6/3/2014)~~

- A. ~~Board meetings, excluding Executive Sessions, are open to the general membership and shall be announced in all available GVR electronic and print media.~~
- B. ~~A Board meeting occurs when a quorum, majority of Board Directors, convenes to consider or transact business.~~
- C. ~~The Presiding Officer (President) shall preside at all meetings of the Board. The Vice President shall preside at all meetings in the absence of the President. In the absence of both the Secretary shall preside.~~

Formatted: Font: Italic

Formatted: Indent: Left: 0", Hanging: 0.58"

Formatted: Font: 11 pt

Formatted: Numbered + Level: 1 + Numbering Style: A, B, C, ... + Start at: 1 + Alignment: Left + Aligned at: 0.75" + Indent at: 1"

Commented [NM12]: Added

Formatted: Strikethrough

Formatted: Highlight

Commented [NM13]: Added

Formatted: Font: 11 pt

Formatted: Numbered + Level: 1 + Numbering Style: 1, 2, 3, ... + Start at: 1 + Alignment: Left + Aligned at: 1.25" + Indent at: 1.5"

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

Formatted: Numbered + Level: 1 + Numbering Style: A, B, C, ... + Start at: 1 + Alignment: Left + Aligned at: 0.75" + Indent at: 1"

Formatted: No bullets or numbering

Formatted: Strikethrough

Commented [NM14]: Move Rules of Order for Agenda Preparation with new title: Agenda Scheduling and Preparation – to 2.3.3

Formatted: Strikethrough

Commented [NM15]: Added

Formatted: Highlight

Formatted: Strikethrough

Formatted: Strikethrough

Formatted: Strikethrough

D. Types of Board Meetings:

1. Regular Meetings are the voting sessions when the Board takes official action. There must be a quorum of Directors at the meeting for action to take place. If loss of quorum occurs the meeting will recess until a quorum is established or postponed to another date. The Regular Meeting shall be held at least quarterly and generally on the fourth Wednesday of the month unless agreed upon otherwise.
2. Work Sessions are not for taking action, but are for the Board to hear presentations, discuss facility matters, and listen to pertinent topics. Work Sessions do not require a quorum since official action is not taken. If a Director leaves during the meeting, the Work Session may continue. The Work Session shall be held generally on the third Wednesday of the month unless agreed upon otherwise.
3. 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(s) once the meeting is set.
4. Executive Session will be a closed session to handle legal or personnel issues. 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.
5. An tentative Annual Meeting schedule shall be approved by the Board at its first Regular Meeting following the Annual Meeting in March.

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

F. 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. If during the Approval section of the agenda a majority of Directors support removal of any item(s) it will be removed.

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.

2. 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?

3. Exhibits submitted by Directors must include any background materials, recommended action, a written, and rationale required for an understanding of the issue.

4. Directors may request that the President place items on a Board meeting agenda at any time. If the deadline for agenda

Commented [NM16]: Added

Formatted: Highlight

Formatted: Highlight

Commented [NM17]: Added

Commented [NM18]: Added

Commented [NM19]: Added

Formatted: Strikethrough

Commented [NM20]: Added

Commented [NM21]: Added

Commented [NM22]: Added

Formatted: Strikethrough

Commented [NM23]: Added

Formatted: Strikethrough

Formatted: Strikethrough

Commented [NM24]: Added

Formatted: Strikethrough

Formatted: Strikethrough, Highlight

Formatted: Highlight

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

Commented [NM25]: Moved to 2.3.3.C

Formatted: Strikethrough

Commented [NM26]: This section Moved to 2.3.3.B

Formatted: Strikethrough

Commented [NM27]: Moved to 2.3.3.D

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

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 (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.~~
- C. ~~Two (2) business days prior to the Board meeting the proposed agenda material will be sent to the Board, posted on the GVR website, 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.~~

Commented [NM28]: Moved to 2.3.3.E

Commented [NM29]: Moved to 2.3.3.F

Commented [NM30]: Moved 2.3.1.F

G. A Regular Board Meeting agenda will include: a-

1) Consent Agenda; ~~a Consent Agenda is a meeting practice which packages are items of routine business that generally Committee reports, Board meeting minutes, and other non-controversial items not requiring no discussion by the Board or independent action. This is presented as one agenda item. Any Director may remove an item from the Consent Agenda and place it under Action Items during the Amend/Approve Agenda item on the agenda.~~

Formatted: Strikethrough

2) Action Items - ~~for legal decisions, official positions of GVR, to approve policy, and to give direction.~~

Formatted: Strikethrough

3) Committee Reports - presented by each Committee Chair.

Formatted: Strikethrough

E. 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.

Formatted: Strikethrough

Formatted: Left, No bullets or numbering

Formatted: Strikethrough

F.C. ~~The agenda shall be made available to GVR Members on the GVR website and at the Board meeting in hard copy.~~

Formatted: Strikethrough

Commented [NM31]: Moved to 2.3.3.F

Formatted: Strikethrough

2.3.2 ~~2.3.4~~ Minutes and Recordings of Board Meetings (updated 9/25/2018) Protocol and Conduct for Board Meetings (updated 5/24/2016)

Formatted: Strikethrough

Formatted: Strikethrough

A. ~~Board meetings shall be announced in all available electronic and print media and are open to the general membership.~~

Formatted: Strikethrough

Commented [NM32]: Keep this as 2.3.2 and Move Protocol and Conduct for Board Meetings to 2.3.4 Conduct for Board Meeting

A. ~~A Board meeting occurs when a quorum, majority of Board Directors, convenes to consider or transact business.~~

Formatted: Strikethrough

a. ~~Regular meetings are the voting sessions when the Board takes official action and shall be held at least quarterly on the fourth Wednesday.~~

Commented [NM33]: Moved to 2.3.1.A

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~~

Formatted: Strikethrough

Commented [NM34]: Moved to 2.3.1.B

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.~~

Formatted: Strikethrough

d. ~~Executive Session will be closed sessions to handle legal or~~

Formatted

~~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.~~

~~c. An annual meeting schedule shall be approved by the Board at its first Regular Meeting following the Annual Meeting in March.~~

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

~~D.C. Board meetings shall be held at least quarterly, at a place and time determined by the Board. MOVED TO 2.3.2.C~~

A. A. ~~The CEO's designee shall take minutes at Regular, Work Session, Special, Annual Meetings, and Executive Sessions unless decided otherwise.~~

B. ~~Minutes shall be retained permanently with other corporate documents in a secure location and shall be available to the members online and when requested (excluding Executive Session minutes).~~

C. ~~Minutes of the Board Meetings shall contain all motions made, the name of the motion maker and seconder. The method and outcome of the votes taken 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. 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.~~

D. ~~DRAFT Board minutes shall be posted to the website prior to formal approval by the Board.~~

E. ~~Recordings of all open Board meetings shall be made available to the public membership for one (1) year and then archived in the kept under the custody of the CEO's designee in the Administrative Office until the minutes have been approved.~~

~~E. 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.~~

~~2. Motions must be seconded.~~

~~3. Board meetings are for decision making, action, and votes. A Each 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.~~

~~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.~~

~~7. The President need not stand when putting items to a vote.~~

~~8. The President may debate, make motions and vote.~~

F. ~~GVR Members shall be permitted to address the Presiding Board Officer~~

Commented [NM35]: Moved to 2.3.1.D

Formatted: Strikethrough

Commented [NM36]: Moved to 2.3.1.E

Commented [NM37]: Added

Formatted: Highlight

Formatted: Highlight

Commented [NM38]: Added

Formatted: Highlight

Formatted: Highlight

Commented [NM39]: Added

Formatted: Strikethrough

Commented [NM40]: This seems unnecessary extra step – comment made by Scott.

Formatted: Strikethrough

Formatted: Strikethrough

Formatted: Strikethrough

Formatted: Strikethrough

Formatted: Font: 11 pt

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

Formatted: Indent: Left: 1", No bullets or numbering

Commented [NM41]: Moved to 2.3.4

Formatted: No bullets or numbering

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~~ (12) 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 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. , 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. ~~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 2.3.3 Agenda Scheduling and Preparation (adopted 6/3/2014) Minutes of Board Meetings (updated 9/25/2018)

- A. The agenda shall outline the established order of business.
- B. Items should only be added to the agenda once the following are considered:
1. Does it conform to GVR's mission and Strategic Plan;
 2. Is it urgent or have time considerations;
 3. Does it affect all of the GVR membership;
 4. Is it a special interest;
 5. Is it worth Board discussion at this time;
 6. How will staff time and other priorities be impacted;
 7. Is there another way to handle the request?
- C. 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

Commented [NM42]: Moved too 2.3.4

Commented [NM43]: Moved to 2.3.1.H

Commented [NM44]: Move to 2.3.2 Minutes and Recordings of Board Meetings (updated 9/25/2018) Keep this as 2.3.3

Formatted: Strikethrough

Formatted: Strikethrough

Formatted: Font: 11 pt, Highlight

Formatted: Numbered + Level: 1 + Numbering Style: A, B, C, ... + Start at: 1 + Alignment: Left + Aligned at: 0.75" + Indent at: 1"

Formatted: Highlight

Commented [NM45]: Added Strategic Plan – undo strikethrough

Formatted: Strikethrough, Highlight

Formatted: Highlight

Formatted: Highlight

Formatted: Highlight

Formatted: Highlight

Commented [NM46]: Added or have time considerations – undo strikethrough

Formatted: Highlight

Formatted: Highlight

Formatted: Strikethrough, Highlight

Formatted: Highlight

Commented [NM47]: Added

Formatted: Highlight

Commented [NM48]: Added

Formatted: Strikethrough

Formatted: Highlight

Meeting agenda. If during the approval section of the Agenda a majority of Directors support removal of any item(s) it will be removed.

D. Exhibits Board Reports or any requested actions submitted by Directors must include any background materials, recommended action, a written motion, and rationale required for an understanding of the issue. Director's may request that the President place items on a Board Meeting Agenda at any time. If the deadline for Agenda parathionion is not met, the item will be place on the next Board meeting agenda.

E. 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.

F. 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, and sent to members via an eBlast. Any meeting materials for items on the published agenda not included in the Friday distribution shall be emailed to the Board as soon as available and posted online. The agenda shall be made available to GVR Members at the Board meeting in hard copy.

G.

H. The CEO's designee shall take minutes at regular, annual and special Board meetings.

I. Minutes shall be retained with other corporate documents in a secure location.

J.H. 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.

K.I. 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.

2.3.24 Conduct for Board Meeting (updated 5/24/2016)

A. The Board will use the following small board protocol during Board meetings:

3. Directors do not have to stand, but should be recognized by the President to speak or make motions.

1. Motions must be seconded.

1. Regular Meetings are for decision making, action, and votes. A Each 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. The Board shall avoid creating side topics and/or asking unexpected

Formatted: Highlight

Formatted: Highlight

Commented [NM49]: Added

Formatted: Highlight

Commented [NM50]: Added

Formatted: Strikethrough

Formatted: Highlight

Commented [NM51]: Added

Formatted: Highlight

Formatted: Strikethrough

Formatted: Strikethrough

Formatted: Strikethrough

Formatted: Strikethrough

Formatted: Strikethrough

Commented [NM52]: Added

Formatted: Strikethrough

Formatted: Highlight

Formatted: Highlight

Commented [NM53]: Added

Formatted: Strikethrough

Formatted: Strikethrough

Formatted: Strikethrough

Commented [NM54]: Moved to 2.3.2.E

Formatted: Strikethrough

Formatted: Strikethrough

Formatted: Strikethrough

Formatted: Strikethrough

Formatted: Strikethrough

Formatted: Strikethrough

Formatted: Strikethrough

Formatted: Strikethrough

Formatted: Strikethrough

Formatted: Strikethrough

Formatted: Strikethrough

Formatted: Strikethrough

Formatted: Strikethrough

Formatted: Strikethrough

Formatted: Strikethrough

Formatted: Strikethrough

Formatted: Strikethrough

- questions of staff and each other at meetings.
2. ~~To vote on a subject, a formal motion must be made and seconded. Informal discussion is allowed on non motion topics. All motions and amendments should be in writing, when possible.~~
 3. ~~Votes will be taken by a show of hands or a roll-call vote. When a question is put forth by the Presiding Officer, every Director present shall vote for or against the question before the Board unless the Director provides an explanation for abstaining. Upon request of an Director a roll call vote will be taken.~~
 4. ~~To vote on a subject, a formal motion must be made and seconded. The President need no stand when putting items to a vote.~~
 5. ~~All motions and amendments shall be in writing, when possible.~~
- F. ~~The President may debate, make motions and vote. All officers are Directors and therefore are subject to the same voting requirements described in A.4.~~
~~GVR Members shall be permitted to address the Presiding Board Officer to provide input, subject to the following protocols:~~
6. ~~Member comments shall be addressed to the Presiding Officer and shall not address the actions of one or more individual Directors.~~
 7. ~~No member may speak until recognized by the Presiding Officer. No member may interrupt another member while he/she is speaking.~~
 8. ~~Members shall act in a courteous and civil manner. 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 Directors present.~~
 9. ~~A member must identify himself/herself by name and provide his/her ~~their~~ GVR number or GVR property address prior to addressing the Presiding Officer.~~
 10. ~~Members are encouraged to provide written comments in addition to verbal remarks.~~
 11. ~~Members may speak to action items being considered at each Regular or Special Meeting 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.~~
 12. ~~Members may speak for no more than two (2) minutes on any GVR-related issue prior to the Consent Agenda and prior to adjournment of each Regular or Special Meeting, 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~~ Directors or staff. If members have questions for the Board, they are encouraged to submit their questions in writing, preferably through the Board email at Board@qvrec.org.~~
 13. ~~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.~~

Formatted: Strikethrough

Formatted: Strikethrough

Formatted: Strikethrough

Formatted: Strikethrough

Formatted: Strikethrough

Formatted: Strikethrough

Commented [NM57]: Added

Commented [NM58]: Added

Formatted: Highlight

Formatted: Highlight

Formatted: Highlight

Formatted: Highlight

Formatted: Highlight

Formatted: Strikethrough, Highlight

Formatted: Highlight

Formatted: Highlight

Commented [NM59]: Added

Commented [NM60]: Added

Formatted: Highlight

Formatted: Highlight

Formatted: Strikethrough

Formatted: Strikethrough

Commented [NM61]: Added

Formatted: Strikethrough

Formatted: Highlight

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.~~ The Presiding Officer shall preserve decorum, and will determine points of order, subject to the right of any Director to appeal to the Board, 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 Directors' or staffs' motives, and keep those in debate to the question under discussion.
- ~~1-2.~~ Directors must act in the best interests of GVR without self-interest or personal bias for or against any individual or group of individuals.
- ~~2-3.~~ 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.
- ~~3-4.~~ 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.
- ~~4-5.~~ Directors must be properly prepared for Board and Committee meetings, having read all relevant background material provided for same.
- ~~5-6.~~ 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.~~
 - 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.
- ~~6-7.~~ Directors are prohibited from engaging in the following conduct

Commented [NM62]: Keep – remove strikethrough

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 h~~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.~~

PART 2: BOARD OF DIRECTORS

Approved January 28, 2014 except as amended

SECTION 1 – GOVERNANCE

2.1.1 Powers and Responsibilities

- A. The Board shall be the governing Board of GVR, establishing policies and monitoring compliance with those policies. The governing Board year begins after the Annual Meeting and ends following the next Annual Meeting.
- B. The Board shall participate in developing, tracking, and maintaining a strategic plan to assist GVR in shaping its future. The Strategic Plan and accompanying annual Work Plan shall help drive a 5-Year Capital Plan for GVR. Towards that end, the following policies are an integral part of the plan:
 1. Annual Strategic Plan Review – Each year the Board shall review and approve an annual Work Plan consistent with the Strategic Plan.
 2. Integration with Programs and Services – The Strategic Plan, the annual Work Plan, and the 5-Year Capital Plan shall be provided to Board Committees, and GVR staff to facilitate and assist with, and support action items which pursue the fulfillment of plan objectives.
 3. Integration with the Budget Process – The objectives contained in the Strategic Plan and the 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.
- C. 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 Work Session after the Annual Meeting.
 2. Review and approve an annual budget and ensure proper financial controls are in place.
 3. Orient new Directors and assess Board performance.
 4. Appoint a CEO and evaluate the CEO's performance on at least an annual basis. The CEO is the Board's only employee and the CEO is responsible for the staff.
 5. Seek CEO recommendations, suggestions, and proposals on matters that come before the Board.
 6. Focus on the intended long-term goals of the organization, not on the administrative or programmatic means of attaining these goals.

The Board's connection to the operation of the organization is through the CEO, and all operational and departmental questions and issues shall be directed to the CEO.

7. Establish policies which address:
 - a. The products/services (needs vs costs vs member benefits)
 - b. Ethical and other boundaries for which the CEO shall be held accountable
 - c. Board roles and responsibilities
 - d. Board/CEO relationship
8. Value and honor differences and encourage diversity in viewpoints.
9. Adhere to practices of good governance; discipline itself as to attendance and meeting preparation; and support all policies approved by the Board. Individual Directors shall not undermine Board decisions.
10. 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.

SECTION 2 - OFFICER ELECTIONS

2.2.1 General

- A. Election of Board Officers will be done by secret ballot. This is applicable to both the nominating ballots and the electing ballots.
- B. Nominations from the floor will not be accepted.
- C. Election for each office follows its seniority in the Bylaws: President, Vice President, Secretary, Treasurer, Assistant Secretary, and Assistant Treasurer.
- D. The current 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

- A. The President 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 majority of the votes cast.
- B. Balloting should be repeated as many times as necessary to obtain a majority 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.

2.2.4 Director Vacancies (updated 10/25/2016)

- A. 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.
- B. The Board President will contact unsuccessful candidates in an order based on the number of votes each received, to determine willingness to fill the Director vacancy.
- C. 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 advertise and 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.
- D. 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.
- E. 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 3 - MEETINGS (updated 5/24/2016)

2.3.1 Board Meetings

- A. Board meetings, excluding Executive Sessions, are open to the general membership and shall be announced in all available GVR electronic and print media.
- B. A Board meeting occurs when a quorum, majority of Directors, convenes to consider or transact business.
- C. The Presiding Officer (President) shall preside at meetings of the Board. The Vice President shall preside at meetings in the absence of the President. In the absence of both the Secretary shall preside.
- D. Types of Board Meetings:
 1. Regular Meetings are the voting sessions when the Board takes official action. There must be a quorum of Directors at the meeting for action to take place. If loss of quorum occurs the meeting will recess until a quorum is established or postponed to another date. The Regular Meeting shall be held at least quarterly and generally on the fourth Wednesday of the month unless agreed upon otherwise.
 2. Work Sessions are not for taking action, but are for the Board to hear presentations, discuss matters, and listen to pertinent topics. Work Sessions do not require a quorum since official action is not taken. If a Director leaves during the meeting the Work Session may continue. The Work Session shall be held generally on the third

- Wednesday of the month unless agreed upon otherwise.
3. 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(s) once the meeting is set.
 4. Executive Sessions will be closed to handle legal or personnel issues. Directors shall not disclose the information discussed in an Executive Session, but the Board as a whole may vote to make certain items public.
 5. A tentative annual meeting schedule shall be approved by the Board at its first Regular Meeting following the Annual Meeting.
- E. Meetings shall be conducted under the latest edition of Robert's Rules of Order, Newly Revised, unless otherwise determined by the Board.
- F. Directors vote to approve the agenda at the Board meeting. The agenda may be amended by a majority vote of Directors present. If during the approval section of the agenda a majority of Directors support removal of any item(s) it will be removed.
- G. A Regular Meeting agenda will include:
1. Consent Agenda - items of routine business that generally require no discussion by the Board or independent action. This is presented as one agenda item. Any Director may remove an item from the Consent Agenda and place it under Action Items during the Amend/Approve Agenda item on the agenda.
 2. Action Items - legal decisions, official positions of GVR, approve policy, and give direction.
 3. Committee Reports - presented by each Committee Chair.
- H. Board meetings shall not be adjourned until all agenda items have been considered, except by a majority affirmative vote of the Directors in attendance.

2.3.2 Conduct for Board Meeting (updated 5/24/2016)

- A. The Board will use the following protocol during Board meetings:
1. Directors should be recognized by the President to speak or make motions.
 2. Regular Meetings are for decision making, action, and votes. A Director introducing a motion may speak for no more than ten (10) minutes 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. The Board shall avoid creating side topics and/or asking unexpected questions of staff and each other at meetings.
 3. To vote on a subject, a formal motion must be made and seconded. All motions and amendments should be in writing, when possible.
 4. Votes will be taken by a show of hands or a roll-call vote. When a question is put forth by the Presiding Officer, every Director present shall vote for or against the question before the Board unless the Director provides an explanation for abstaining. Upon request of a Director a roll call vote will be taken.
- B. The President may debate, make motions and vote. All officers are

Directors and therefore are subject to the same voting requirements described in A.4.

- C. GVR Members shall be permitted to address the Presiding 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. 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 Directors present.
 - 4. A member must identify himself/herself by name and provide his/her 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 Meeting 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.
 - 7. Members may speak for no more than two (2) minutes on any GVR-related issue prior to the Consent Agenda and prior to adjournment of each Regular or Special Meeting, 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 Directors or staff. If members have questions for the Board, they are encouraged to submit their questions in writing, preferably through the Board email at Board@gvrec.org.
 - 8. The Presiding Officer shall determine in his/her sole discretion that a member's conduct violates 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.

2.3.3 Agenda Scheduling and Preparation (adopted 6/3/2014)

- A. The agenda shall outline the established order of business.
- B. Items should only be added to the agenda once the following are considered:
 - 1. Does it conform to GVR's mission?
 - 2. Is it urgent or have time considerations?
 - 3. Does it affect the GVR membership?
 - 4. Is it a special interest?
 - 5. Is it worth Board discussion at this time?
 - 6. How will staff time and other priorities be impacted?
 - 7. Is there another way to handle the request?
- C. Items for agenda consideration 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 Meeting agenda. If during the approval section of the agenda a majority of Directors support removal of any item(s) it will be removed.

- D. Board Reports or any requested actions submitted by Directors must include any background materials, recommended action, a written motion, and rationale required for an understanding of the issue.
- E. A proposed meeting agenda is developed by the Board President and CEO by close of business six (6) business days prior to the Board meeting.
- F. Three (3) business days prior to the Board meeting the agenda material will be sent to the Board, posted on the GVR website, and sent to members via an eBlast. Any meeting materials for items on the published agenda not included in the Friday distribution shall be emailed to the Board as soon as available and posted online. The agenda shall be made available to GVR Members at the Board meeting in hard copy.

2.3.4 Minutes and Recordings of Board Meetings

- A. The CEO's designee shall take minutes at Regular, Work Session, Special Board, Annual Meetings, and Executive Sessions unless decided otherwise.
- B. Minutes shall be retained permanently with other corporate documents in a secure location and shall be available to the members online and when requested (excluding Executive Session minutes).
- C. Minutes of the Board meetings shall contain all motions made, the name of the motion maker and seconder. The method and outcome of the votes taken will list the names of voting Directors in the minority of each vote as well as any Director abstaining from said vote. 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.
- D. DRAFT Board minutes shall be posted to the website prior to formal approval by the Board.
- E. Recordings of all open Board meetings shall be available to the membership for one (1) year and then archived in the custody of the CEO's designee in the Administrative Office.

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. The Presiding Officer shall preserve decorum, and will determine points of order, subject to the right of any Director to appeal to the Board, 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 Directors' or staffs' motives, and keep those in debate to the question under discussion.

2. Directors must act in the best interests of GVR without self-interest or personal bias for or against any individual or group of individuals.
3. 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.
4. 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.
5. Directors must be properly prepared for Board and Committee meetings, having read all relevant background material provided for same.
6. 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. 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.
 - c. Directors must be respectful of differing opinions of fellow Directors. Directors are expected to support duly-adopted Board decisions despite any personal disagreement therewith.
7. 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. 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 – 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 CEO may make contact with GVR's Legal Counsel concerning matters affecting GVR as needed.

PART 3: COMMITTEES

Approved January 28, 2014 except as amended

SECTION 1 – GENERAL

~~3.1.1~~

~~Chairpersons~~

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

~~3.1.1.C Terms of Board Committee~~

Commented [NM1]: Add into 3.1.1 after B – make it C

Formatted: Condensed by 0.1 pt

Formatted: Normal, No bullets or numbering

Formatted: Condensed by 0.1 pt

Formatted: Condensed by 0.1 pt

Formatted: Normal, No bullets or numbering

Commented [NM2]: Make as Header for Section 1 – General

Formatted: Condensed by 0.1 pt

Formatted: Font: 11 pt

~~3.1.2~~

~~Directors (updated 9/30/2020)~~

~~3.1.1 Committees of The Board of~~

A. Standing and Special/Ad Hoc Committee Chairpersons must be Directors. Chairpersons shall be nominated by the President, subject to approval of the Board. ~~Each committee will have a staff liaison selected by the CEO.~~

B. ~~Each Director shall serve on at least one committee, and not more than two (2). The Board President is ex officio to all committees, except for Audit Committee and Nominations & Elections Committee. Directors shall inform the Board President of committee Chair preference and the Board President shall forward the requests to the Committee Chair for assignment and approval at the April Board meeting.~~

Formatted: Font: 11 pt

~~A. D. Committee Member Terms are for three (3) years with a limit of six (6) years; two (2) term limit. Committee members are limited to two committees, if approved by the Board. Committee members can resign by notifying the Committee Chair during the term if unable to fulfill the full term.~~

Commented [SS3]: Can this be clarified? How does the President forward requests to committee chairs if they've not yet been selected?

Formatted: Font: 11 pt

~~E. The Board will establish the duties and responsibilities of the Committees. Each Committee shall make policy recommendations to the Board for consideration.~~

Formatted: Font: 11 pt

Formatted: No bullets or numbering

~~F. Standing Committees require a minimum of five (5) members including the Chairperson and one other Director, and a maximum of twelve (12) members.~~

Commented [SS4]: This is implied and doesn't need to be called out. A section on filling a vacancy provides the implication.

Formatted: Font: 11 pt

~~A. G. Responsibilities of Committee Chairpersons, along with committee members and staff liaison, are to identify goals in conjunction with the Annual Plan and Strategic Plan; provide action plans to the Board for approval; provide quarterly updates to the Board; and at year-end identify accomplishments of the committee and continuing tasks for the next year.~~

Formatted: Numbered + Level: 1 + Numbering Style: A, B, C, ... + Start at: 1 + Alignment: Left + Aligned at: 0.75" + Indent at: 1"

~~B. N. 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.~~

Commented [SS5]: This is still quite high. Would 9 be considered?

Formatted: Font: 11 pt

Formatted: No bullets or numbering

~~C. H. The President may establish Special or Ad Hoc Committees comprised of Members/Assigned Members in good standing, Directors, and administrative staff as assigned by the CEO.~~

Commented [SS6]: I thought this was nixed?

~~D. I. Committees are not required to follow Robert's Rules of Order.~~

Commented [SS7]: What does this entail? At the end of each monthly BOD meeting is an opportunity for the Chair to provide an update on Committee activities for the BOD. I would think that should suffice.

~~E. J. Meetings shall be set by the Chairperson and shall be conducted as needed, but not less than quarterly.~~

~~F. K. Committee members shall be GVR Members in good standing and must submit an application for a Committee appointment, appointed by the Chairperson,~~

Commented [SS8]: I maintain that a committee should never need to meet in closed session.

~~and The President, Chairperson, and CEO will review applications. After review of the applications, the Chairperson will select Committee members, per the Bylaws. and submit the appointments to the Board for approval at the April Meeting. sStaff members, as liaisons to the Committees will be selected by the CEO. To the extent possible, Committees will include members knowledgeable about the functionality of that specific Committee. Two thirds of the Directors (9) is needed to overrule a selection. Vacancies on thea Committee during the year may be filled by following the process outlined in K. the Chairperson after consulting with the President. Committee members absent from 3 consecutive meetings may be removed from a Committee by the Chairperson or the Board by a vote of two thirds (9) Directors.~~

~~L. Directors may attend any GVR Committee meeting, whether open or closed. 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.~~

A. ~~All materials for the Committee meeting will be available online three (3) business days before the meeting. If the deadline for item consideration is not met, the item will be placed on the next scheduled Committee meeting agenda.~~

Formatted: Font: 11 pt
Formatted: Numbered + Level: 1 + Numbering Style: A, B, C, ... + Start at: 1 + Alignment: Left + Aligned at: 0.75" + Indent at: 1"

Commented [SS9]: Committee members don't have the same authority as Board members. They cannot request items be placed on an agenda. Only the Chair creates the agenda.

SECTION 2 3 - BOARD AFFAIRS COMMITTEE

3.3.1 Committee Members

~~The Board Affairs Committee shall consist of the Chairperson, who shall be a Director, and GVR members who should have knowledge of Corporate Bylaws and Policies.~~

Formatted: Font: 12 pt, Bold
Formatted: Font: 12 pt, Bold
Formatted: Normal, Indent: Left: 0.69", No bullets or numbering
Formatted: Font: Bold
Formatted: Normal, No bullets or numbering

3.2.1

3.3.2 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. H. Review and recommend Board action on group applications for GVR "Club Status."~~

~~E. I. Where appropriate, recommend modification to GVR Club policies, in keeping with the best interest of The Corporation.~~

~~F. C. Review the Articles of Incorporation, the Bylaws and the CPM, 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.D. Forward all BAC proposed revisions to governing documents, the Articles of Incorporation and Bylaws, to legal counsel for legal review, editing and, opinion, including particularly concerning the any effect on tax-exempt status. After consultation, the specific wording of the recommended modifications shall be forwarded to the Board for their~~

Formatted: No bullets or numbering

Commented [SS10]: B covers all of this.

Commented [SS11]: ?

review and appropriate action.

H.E. 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.F. Meet with Club Officers to adjudicate any disputes concerning the Annual Club Agreement. (SHOULD THIS BE REMOVED - STAFF FUNCTION)

J. G. If a Committee wishes to make changes to the 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 review proposed 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 for approval.

Commented [SS12]: This needs to be clarified. Must the BAC develop both or one?

Commented [SS13]: We should clarify what the "Annual Club Agreement" is. Related, perhaps the BAC could serve an arbiter for club disputes?

Formatted: No bullets or numbering

Commented [SS14]: This step creates a long bureaucratic process. Is it necessary? What does the BAC get to decide if an FAC recommendation, for example, gets to the Board for consideration?

Formatted: Normal, No bullets or numbering

Formatted: Condensed by 0.1 pt

SECTION 3.4 – FISCAL AFFAIRS COMMITTEE

3.3.1 Committee Members

3.4.1 Membership Considerations

The Fiscal Affairs Committee shall consist of the Chairperson, who shall be a Director, and to the extent possible, GVR members who shall be ~~To the extent possible, the Committee will include members~~ knowledgeable about capital projects, ~~and/or with~~ experience in financial management, ~~and~~ Generally Accepted Accounting Principles (GAAP).

3.3.2

3.4.2 Responsibilities

- A. 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, ~~the Revenue/Expense Adjustment, and the amount of the Capital Fund Cash Account.~~
- B. Monitor progress toward achievement of annual financial fiscal objectives.
- C. 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, Investment Portfolios, and balance sheet), and report to the Board, as appropriate.
- D. Coordinate with the GVR Audit Committee and GVR Investment Committee.
- E. Review and recommend policy to assure financial control.
- F. ~~Recommend~~ After reviewing staff input, recommend the establishment and the amount of ~~Tenant Fees, membership~~ dues, ~~Initial Fees, Transfer Fees,~~ and assessments.

Formatted: Condensed by 0.1 pt

Formatted: Normal, No bullets or numbering

Commented [SS15]: A perfect example to my comment above... why does such a recommendation first need to go to the BAC?

G. ~~H.~~ Recommend After reviewing staff input, recommend the financing method to be adopted for specific major projects the 5 year Capital Plan recommended by the Planning and Evaluation Committee. ~~(P&E) for Board approval. (See Appendix 1 – Section 1.1.2.B.5.c)~~

Formatted: No bullets or numbering

H. G. Coordinate with the Planning & Evaluation Committee as it relates to proposed expenditures for capital improvements. (See Appendix 1 – Section 1 1.1.2.B.5.d)

SECTION 4 7 – PLANNING & EVALUATION COMMITTEE (updated 9/27/2016)

3.4.1

Considerations Committee Members

The Planning and Evaluation Committee (P&E) shall consist of the P&E Chairperson, who shall be a Director, and GVR members who shall be
~~to the extent possible, the Committee will include members knowledgeable~~
knowledgeable about capital projects and/or experience in financial management.

3.7.1 Membership

Formatted: Font: 12 pt, Bold

Formatted: Normal, No bullets or numbering

Formatted: Font: 12 pt, Bold

Formatted: Condensed by 0.1 pt

3.4.2

3.7.2 Responsibilities

- A. 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. (See Appendix 1 – Section 1 1.1.2.B.2.a)
- B. To be knowledgeable of the Strategic Plan, ~~and Long-term~~ 5 year Capital Plan, ~~and Center Assessment Survey~~ to ensure that all capital-funding recommendations comply with these plans. (See Appendix 1 – Section 1 1.1.2.B.5.b)
- C. To identify issues and trends that could contribute to the update of aforementioned plans.

Formatted: Font: 12 pt, Bold

Formatted: Font: 12 pt, Bold, Condensed by 0.1 pt

Formatted: Condensed by 0.1 pt

Formatted: Normal, No bullets or numbering

SECTION 5 2 - AUDIT COMMITTEE (SPECIAL) (updated 10/28/2014)

3.5.1 Membership Committee Members

The Audit Committee shall consist of the Audit Chairperson, who shall be a Director, and two or more GVR members who should have knowledge of financial reporting and internal control procedures.

3.5.2 Responsibilities

- A. The Audit Committee functions in the capacity of an overseer of GVR's financial reporting process and internal controls. The ~~e~~Ccommittee is the conduit between GVR and the independent auditing firm. The Committee is not involved in the Corporation's daily accounting functions.
- B. The principal functions of the Audit Committee are:
 1. To recommend a CPA firm to the GVR Board to act as The Corporation's independent auditor.
 2. To review the independent auditor's terms of engagement.
 3. To review the results of each audit including opinion qualifications or expectations.
 4. To review the auditor's management letter and GVR management's response.
 5. To review issues and disputes that may arise between GVR

- management and the independent auditor during an audit.
- 6. To review the adequacy of internal financial controls with GVR management and the audit firm.

**SECTION 6 - NOMINATIONS & ELECTIONS COMMITTEE
(updated 5/22/2018)**

3.6.1 Membership Committee Members

- ~~A. The Nominations & Elections Committee shall consist of the N&E Chairperson, who shall be a Director, recommended by the President and approved by the Board.~~
- ~~B. 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. Committee members shall be GVR Members, selected by the Committee Chairperson. The Committee members selected by the Chairperson shall represent various GVR boundary geographic areas to the extent possible. Committee members will serve a one (1) year term, provided however, any member of the Committee who becomes a candidate for election to the Board shall resign from the Committee immediately. (Part 3 Section 1: 3.1.2.A.G)~~
- ~~C. An administrative staff person will serve on the Committee and will be selected by the CEO. (Part 3 Section 1: 3.1.2.G)~~

Formatted: No bullets or numbering

3.6.2 Responsibilities

A. Nominations

- 1. ~~Determine the qualifications and eligibility of each candidate. (Staff)~~
- 2. Submit a slate of qualified candidates to the Board at least ~~one hundred and twentyninety (12090)~~ days prior to the Annual Meeting. (Possibly 90 days when approved by the Board).
- 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. (Staff)~~

B. Election Process

- 1. 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 the Board fails to set a record date, the record date shall be the date of ballot delivery.
- 2. Submit the final slate of candidates for the ballot to the CEO.
- 3. ~~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. (Staff)~~
- 4. Establish the deadline for the return of ballots which shall be no later than 4:00pm on a date at least five (5) days before the Annual Meeting.
- 5. ~~Verify that the final ballot and ballot materials have been reviewed and approved by GVR's General Counsel. (Staff)~~
- 6. ~~The ballot reply shall display all information deemed necessary for~~

- validation purposes for use by the Committee. ~~(Staff)~~
7. ~~Each candidate shall appoint two (2) GVR Members, who are in good standing, to participate in the validation and counting of paper ballots.~~
 8. ~~The counting of ballots, at the discretion of the Board 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 Nominations and Elections (N&E) Chairperson or their representative. (Bylaws Article V Section 3)~~
- C. Election Results
1. The Committee shall have the validation/counting process completed at least two (2) business days prior to the date of the Annual Meeting or Special Meeting. ~~(Staff?)~~
 2. ~~At the conclusion of the election, obtain the results of the election, including the establishment of a quorum. (Staff)~~
 3. The Chairperson shall notify the Board Secretary of the results of the election.
 4. 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.
 5. 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.
- D. 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. (Staff)~~
- E. Board Orientation & Training
- Arrange appropriate in-service training, as required, for the Board. Ensure that Board orientation programs are held annually.

Commented [NM16]: Move to Board Affairs maybe 3.3.2.A

Commented [SS17R16]: Agreed. Move to BAC

SECTION 7.5 - INVESTMENTS COMMITTEE (updated 2/24/2021)

3-7-1 3.5.1 Membership Committee Members

The Investments Committee (IC) shall consist of ~~the Chairperson, who shall be a Director, and at least two three (3) GVR Members who 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 have be knowledgeable in the investment of financial assets and, to the extent practical, experienced in investment management and/or investment oversight.

Formatted: Font: 12 pt, Bold

Formatted: Font: 12 pt, Bold

Formatted: Condensed by 0.1 pt

Formatted: Normal, No bullets or numbering

Formatted: Font: 12 pt, Bold

Formatted: Font: 12 pt, Bold, Condensed by 0.1 pt

Formatted: Font: Bold

Formatted: Normal, No bullets or numbering

3-7-2 3.5.2 Responsibilities

- A. The IC has the following specific responsibilities ~~and duties~~ with respect to the Investment Advisors (IAs):
1. Make timely recommendations to the Board 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 1, Section 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 the Board 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.
 4. Collaborate with the CEO/CFO concerning the following:
 - a. What information and analysis the CEO/CFO will provide to the IC for the purpose of enabling the IC to perform its duties.
 - b. The specific actions required by the CEO/CFO in order to bring an IM/IA back into compliance with its applicable IPS.
 5. In the process of completing its duties, the IC will generate the following documents:
 - a. An IPS for each of the accounts that comprise the IAs.
 - b. An Investment Management Contract for each IM/IA hired by GVR.
 - c. Minutes of each meeting of the IC.

PART 3: COMMITTEES

Approved January 28, 2014 except as amended

SECTION 1 – GENERAL

3.1.1 Committees of The Board of Directors (updated 9/30/2020)

- A. Standing and Special/Ad Hoc Committee Chairpersons must be Directors. Chairpersons shall be nominated by the President, subject to approval of the Board. Each Committee will have a staff liaison selected by the CEO.
- B. Each Director shall serve on at least one Committee, and not more than two (2). The Board President is ex officio to all Committees, except for Audit Committee and Nominations & Elections Committee. Directors shall inform the Board President of Committee preference and the Board President shall forward the requests to the Committee Chair for assignment and approval at April Board meeting.
- C. Board standing Committee Chairpersons shall remain active until the appointment of new Committee Chairpersons.
- D. Committee terms are for three (3) years with a limit of six (6) years; two (2) term limit. Committee members are limited to two Committees, if approved by the Board. Committee members can resign by notifying the Committee Chair during the term if unable to fulfill the full term.
- E. The Board will establish the responsibilities of the Committees. Each Committee shall make policy recommendations to the Board for consideration.
- F. Standing Committees require a minimum of five (5) members including the Chairperson and one other Director, and a maximum of twelve (12) members.
- G. Responsibilities of Committee Chairpersons, along with Committee members and staff liaison, are to identify goals in conjunction with the Strategic Plan; provide action plans to the Board for approval; provide quarterly updates to the Board; and at year-end identify accomplishments of the Committee and continuing tasks for the next year.
- H. The President may establish Special or Ad Hoc Committees comprised of members/assigned members in good standing, Directors and administrative staff as assigned by the CEO.
- I. Committees are not required to follow Robert's Rules of Order.
- J. Meetings shall be set by the Chairperson and shall be conducted as needed, but not less than quarterly.
- K. Committee members shall be GVR members in good standing and must submit an application for a Committee appointment. The President, Chairperson, and CEO will review applications. After review of the applications the Chairperson will select Committee members and submit the appointments to the Board for approval at the April meeting. Staff, as liaisons to the Committees, will be selected by the CEO. Two-thirds of the Directors (8) is needed to overrule a selection. Vacancies on the Committee during the year may be filled by the Chairperson after

consulting with the President. Committee members may be removed from a Committee by the Chairperson or the Board by a vote of two-thirds (8) Directors.

- L. Directors may attend any Committee meeting, whether open or closed.
- M. All materials for the Committee meeting will be available online three (3) business days before the meeting. If the deadline for item consideration is not met, the item will be placed on the next scheduled Committee meeting agenda.
- N. Committee meetings will be open to all members, but may be held in closed session, at the discretion of the Committee or Subcommittee Chairperson.

SECTION 2 - AUDIT COMMITTEE (SPECIAL) (updated 10/28/2014)

3.2.1 Committee Members

The Audit Committee shall consist of the Chairperson, who shall be a Director, and two or more members who should have knowledge of financial reporting and internal control procedures.

3.2.2 Responsibilities

- A. 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.
- B. The principal functions of the Audit Committee are:
 - 1. To recommend a CPA firm to the Board to act as The Corporation's independent auditor.
 - 2. To review the independent auditor's terms of engagement.
 - 3. To review the results of each audit including opinion qualifications or expectations.
 - 4. To review the auditor's management letter and GVR management's response.
 - 5. To review issues and disputes that may arise between GVR management and the independent auditor during an audit.
 - 6. To review the adequacy of internal financial controls with GVR management and the audit firm.

SECTION 3 - BOARD AFFAIRS COMMITTEE

3.3.1 Committee Members

The Board Affairs Committee shall consist of the Chairperson, who shall be a Director, and members who should have knowledge of Corporate Bylaws and Policies.

3.3.2 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. Review the Bylaws and the CPM, for updates and revisions. Changes may be necessary for continuity between governing documents, necessary due to changes made in Board or Committee meetings, or proposed by member input.
 - D. Forward all proposed revisions to the 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.
 - E. Develop pro and/or con statements for ballot proposals being submitted to the membership for a vote. Members are strongly encouraged to present their positions to the Committee for consideration, and possible inclusion, in the pro and con statements.
 - F. Meet with Club Officers to adjudicate any disputes concerning the Annual Club Agreement. (SHOULD THIS BE REMOVED - STAFF FUNCTION)
 - G. If a Committee wishes to make changes to the 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 legal counsel to review proposed 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 the Board for approval.
 - H. Arrange appropriate in-service training, as required, for the Board. Ensure that Board orientation programs are held annually.
 - I. Review and recommend Board action on group applications for GVR club status.
 - J. Where appropriate, recommend modification to GVR Club policies, in keeping with the best interest of The Corporation.

SECTION 4 – FISCAL AFFAIRS COMMITTEE

3.4.1 Committee Members

The Fiscal Affairs Committee shall consist of the Chairperson, who shall be a Director, and to the extent possible, members who shall be knowledgeable about capital projects, with experience in financial management, and Generally Accepted Accounting Principles (GAAP).

3.4.2 Responsibilities

- A. 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.
- B. Monitor progress toward achievement of annual financial objectives.
- C. 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, Investment Portfolios, and report to the Board, as appropriate.

- D. Coordinate with Audit Committee and Investment Committee.
- E. Review and recommend policy to assure financial control.
- F. After reviewing staff input, recommend the establishment of the amount of dues, fees, and assessments.
- G. After reviewing staff input, recommend the financing method to be adopted for specific major projects recommended by the Planning and Evaluation Committee. (See Appendix 1 Section 1: 1.1.2.B.5.c)
- H. Coordinate with the Planning & Evaluation Committee as it relates to proposed expenditures for capital improvements. (See Appendix 1 Section 1: 1.1.2.B.5.d)

SECTION 5 - INVESTMENTS COMMITTEE (updated 2/24/2021)

3.5.1 Committee Members

The Investments Committee (IC) shall consist of the Chairperson, who shall be a Director, and at least three (3) members who should have knowledge in the investment of financial assets and, to the extent practical, experienced in investment management and/or investment oversight.

3.5.2 Responsibilities

- A. The IC has the following specific responsibilities with respect to the Investment Advisors (IAs):
 - 1. Make timely recommendations to the Board concerning:
 - a. The hiring, termination, and replacement of the Investment Manager and/or Investment Advisor (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 1 Section 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 the Board 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.
 - 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.

SECTION 6 - NOMINATIONS & ELECTIONS COMMITTEE (updated 5/22/2018)

3.6.1 Committee Members

The Nominations & Elections Committee (N&E) shall consist of the Chairperson, who shall be a Director, at least one (1) other Director on the Committee, and a minimum of two (2) members who shall represent various geographic areas to the extent possible.

3.6.2 Responsibilities

A. Nominations

1. Submit a slate of qualified candidates to the Board at least one hundred and twenty (120) days prior to the Annual Meeting. (Possibly 90 days when approved by the Board).
2. 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.
3. Obtain names of candidates submitted by nomination petition to the Secretary, within the deadline of sixty (60) days prior to the Annual Meeting. (Staff)

B. Election Process

1. 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 the Board fails to set a record date, the record date shall be the date of ballot delivery.
2. Submit the final slate of candidates for the ballot to the CEO.
3. Establish the deadline for the return of ballots which shall be no later than 4:00pm on a date at least five (5) days before the Annual Meeting.

C. Election Results

1. The Committee shall have the validation/counting process completed at least two (2) business days prior to the date of the Annual Meeting or Special Meeting. (Staff?)
2. The Chairperson shall notify the Board Secretary of the results of the election.
3. 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.
4. 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.

SECTION 7 – PLANNING & EVALUATION COMMITTEE (updated 9/27/2016)

3.7.1 Committee Members

The Planning and Evaluation Committee (P&E) shall consist of the Chairperson, who shall be a Director, and members who shall be knowledgeable about capital projects and/or experience in financial management.

3.7.2 Responsibilities

- A. 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 Committee. (See Appendix 1 Section 1: 1.1.2.B.2.a)
- B. To be knowledgeable of the Strategic Plan and Long-term Capital Plan to ensure that all capital-funding recommendations comply with these plans. (See Appendix 1 Section 1: 1.1.2.B.5.b)
- C. To identify issues and trends that could contribute to the update of aforementioned plans.

PART 4: CHIEF EXECUTIVE OFFICER

Approved March 25, 2014 except as amended

SECTION 1 - AUTHORITY OF THE CEO

4.1.1 General

- A. The CEO has overall responsibility for the planning and operation of the corporation and is responsible for management of day-to-day operations.
- B. The CEO shall have decision-making authority/responsibility for decisions, including, but not limited to, how policies and goals are attained; 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.
- C. The CEO provides organizational leadership and support for the Board in achieving GVR's vision, completing its mission, and executing its Strategic Plan.
- D. The CEO serves as the community liaison and is responsible for enhancing the visibility of the organization locally, regionally and nationally.
- E. The CEO serves as the Public Information Officer (PIO) for GVR.
- F. The CEO may delegate authority to staff, as appropriate.

4.1.2 Fiscal Authority

- A. In order to conduct business activities consistent with the mission of GVR, financial stability and integrity must be maintained. The CEO shall:
 1. In conjunction with the Chief Financial Officer (CFO), 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. Manage expenditures within the approved budget without incurring indebtedness.
 3. Develop and maintain sound financial practices.
 4. Oversee the fiscal management of GVR, including authority to approve financial matters, implement fiscal controls, execute reoccurring operational contracts and leases, fund expenditure approvals, and maintain accurate accounts of every financial transaction of GVR.
 5. Set rental rates for not-for-profit organizations not affiliated with GVR.
 6. Seek approval of all expense reports of the CEO by the Board Treasurer.

4.1.3 Programmatic Authority

- A. The CEO has the authority to act in accordance with the mission and stated purpose of GVR. The CEO 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 in development and maintenance of short- and long-range strategies.
 6. Review proposed GVR projects and programs.

SECTION 2 - RESPONSIBILITIES

4.2.1 Human Resources

- A. The CEO directs the Human Resources (HR) of the organization. It is critical that HR is organized to perform at an optimum level for the corporation, through both paid and volunteer staff. The CEO 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 HR 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 HR 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

- A. The CEO shall:
1. Participate with the Board President in developing agendas for meetings, and provide appropriate information so that the Board may make informed decisions.
 2. Keep the Board fully informed on the condition of the organization.
 3. Inform and support all Directors so that they may contribute to the Board effectively.
 4. Work with the President and Committee Chairs to ensure that Board Committees function effectively.
 5. Assist the Board in better understanding corporate policies and recommend policy changes to the Board, as necessary.
 6. Work cooperatively with the President and be responsible and

accountable to the ~~entire Board~~.

Commented [SS1]: The Board is a single entity.

4.2.3 Other Responsibilities

A. The CEO shall:

1. Monitor and ensure compliance with federal and state laws, Pima County regulations and ordinances, and GVR's Articles of Incorporation, Bylaws, CPM, and any other related or similar documents. 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. Develop a public awareness program to promote GVR.
5. Assure the organization and its Mission, programs, products and services are consistently presented in a strong, positive image to members.
6. 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. Authorize the voluntary dissolution of GVR Clubs.
9. Perform other duties as prescribed by the Board.

Commented [SS2]: I don't know what this is?

SECTION 3 - COMPENSATION AND REVIEW

4.3.1 Chief Executive Officer Compensation

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

Commented [SS3]: This provision is not in practice.

4.3.2 Chief Executive Officer – Performance Appraisal Process

A. The Performance Appraisal and Goals shall be completed at least annually 30 days prior to the date of the Annual Meeting of The Corporation. The Board, at its discretion, may conduct or have conducted additional performance reviews of the CEO at any time. In the case of a new CEO, an evaluation shall be completed at 3 months, 6 months, 9 months and yearly. 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 CEO from performing such duties and responsibilities as required by contract or any other document of GVR.

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 CEO 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 CEO 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 CEO.

2. Elements of the Performance Appraisal Process for the CEO:

- a. A Committee of the Board 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 on the Committee is necessary, if possible. This Committee shall consist of at least 3 Directors who have been in office for more than 1 year. No staff or non-board members shall participate.
- 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.
- d. Committee responsibilities:
 - 1) Be appointed and serve through the entire evaluation year.
 - 2) 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.
 - 3) Initiate the formal Performance Appraisal Process, typically 2-3 months prior to the date of the Annual Meeting of The Corporation. This time period allows completion of the appraisal process, format review and action by the Board and meeting with the CEO.
 - 4) Recommend the bonus to the Board following the Annual Performance Appraisal.
 - 5) Review and endorse the CEO's annual goals and professional development plan and inform the full Board.
 - 6) Regularly review the job description, any relevant policies, the appraisal process, and recommend enhancements for review and action by the Board as necessary.

Commented [SS4]: IMO this process is cumbersome and unnecessary. It would be much easier and clearer for the Board

Commented [SS5]: This has not been the practice or my experience.

3. Steps in the CEO Performance Appraisal Process:
- a. The Performance Appraisal Committee reviews the Performance Appraisal Process, informs the Board of the process and invites Directors and the CEO to provide any comments to the Committee.
 - b. Performance forms are provided to each Director for their completion and these are returned to the Committee.
 - c. The CEO completes a self-evaluation form and returns it to the Committee.
 - d. The Committee meets and summarizes the Board's completed ratings and compares the results to the CEO's self-appraisal.
 - e. The Committee meets with the CEO to review the findings. The Committee Chair sends a confidential memo to the Board and convenes an Executive Session without the CEO to discuss the results and recommendations. The Board will discuss the appraisal memo and bonus recommendation, make changes if desired and then act. The minutes will reflect the action.
 - f. 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.
 - h. The CEO and the Committee modify the Goals for the next year, work together to outline the Performance Improvement and Development Plan.

Commented [SS6]: No where in this process do the CEO and the Board meet and discuss the performance appraisal. This allows the committee to serve as a filter my under reporting or overreporting Board feedback. The current process allows the President to hand pick the committee and yet the CEO report to and is accountable to the entire Board. See 4.2.2.6

PART 4: CHIEF EXECUTIVE OFFICER

Approved March 25, 2014 except as amended

SECTION 1 - AUTHORITY OF THE CEO

4.1.1 General

- A. The CEO has overall responsibility for the planning and operation of the corporation and is responsible for management of day-to-day operations.
- B. The CEO shall have decision-making authority/responsibility for decisions, including, but not limited to, how policies and goals are attained; 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.
- C. The CEO provides organizational leadership and support for the Board in achieving GVR's vision, completing its mission, and executing its Strategic Plan.
- D. The CEO serves as the community liaison and is responsible for enhancing the visibility of the organization locally, regionally and nationally.
- E. The CEO serves as the Public Information Officer (PIO) for GVR.
- F. The CEO may delegate authority to staff, as appropriate.

4.1.2 Fiscal Authority

- A. In order to conduct business activities consistent with the mission of GVR, financial stability and integrity must be maintained. The CEO shall:
 - 1. In conjunction with the Chief Financial Officer (CFO), 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.
 - 2. Manage expenditures within the approved budget without incurring indebtedness.
 - 3. Develop and maintain sound financial practices.
 - 4. Oversee the fiscal management of GVR, including authority to approve financial matters, implement fiscal controls, execute reoccurring operational contracts and leases, fund expenditure approvals, and maintain accurate accounts of every financial transaction of GVR.
 - 5. Set rental rates for not-for-profit organizations not affiliated with GVR.
 - 6. Seek approval of all expense reports of the CEO by the Board Treasurer.

4.1.3 Programmatic Authority

- A. The CEO has the authority to act in accordance with the mission and stated purpose of GVR. The CEO 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 in development and maintenance of short- and long-range strategies.
 6. Review proposed GVR projects and programs.

SECTION 2 - RESPONSIBILITIES

4.2.1 Human Resources

- A. The CEO directs the Human Resources (HR) of the organization. It is critical that HR is organized to perform at an optimum level for the corporation, through both paid and volunteer staff. The CEO 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 HR 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 HR 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

- A. The CEO shall:
1. Participate with the Board President in developing agendas for meetings, and provide appropriate information so that the Board may make informed decisions.
 2. Keep the Board fully informed on the condition of the organization.
 3. Inform and support all Directors so that they may contribute to the Board effectively.
 4. Work with the President and Committee Chairs to ensure that Board Committees function effectively.
 5. Assist the Board in better understanding corporate policies and recommend policy changes to the Board, as necessary.
 6. Work cooperatively with the President and be responsible and

accountable to the entire Board.

4.2.3 Other Responsibilities

A. The CEO shall:

1. Monitor and ensure compliance with federal and state laws, Pima County regulations and ordinances, and GVR's Articles of Incorporation, Bylaws, CPM, 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. Develop a public awareness program to promote GVR.
5. Assure the organization and its Mission, programs, products and services are consistently presented in a strong, positive image to members.
6. 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. Authorize the voluntary dissolution of GVR Clubs.
9. Perform other duties as prescribed by the Board.

SECTION 3 - COMPENSATION AND REVIEW

4.3.1 Chief Executive Officer Compensation

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

4.3.2 Chief Executive Officer – Performance Appraisal Process

A. The Performance Appraisal and Goals shall be completed at least annually 30 days prior to the date of the Annual Meeting of The Corporation. The Board, at its discretion, may conduct or have conducted additional performance reviews of the CEO at any time. In the case of a new CEO, an evaluation shall be completed at 3 months, 6 months, 9 months and yearly. 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 CEO from performing such duties and responsibilities as required by contract or any other document of GVR.

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 CEO 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 CEO 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 CEO.
2. Elements of the Performance Appraisal Process for the CEO:
- a. A Committee of the Board 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 on the Committee is necessary, if possible. This Committee shall consist of at least 3 Directors who have been in office for more than 1 year. No staff or non-board members shall participate.
 - 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.
 - d. Committee responsibilities:
 - 1) Be appointed and serve through the entire evaluation year.
 - 2) 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.
 - 3) Initiate the formal Performance Appraisal Process, typically 2-3 months prior to the date of the Annual Meeting of The Corporation. This time period allows completion of the appraisal process, format review and action by the Board and meeting with the CEO.
 - 4) Recommend the bonus to the Board following the Annual Performance Appraisal.
 - 5) Review and endorse the CEO's annual goals and professional development plan and inform the full Board.
 - 6) Regularly review the job description, any relevant policies, the appraisal process, and recommend enhancements for review and action by the Board as necessary.
3. Steps in the CEO Performance Appraisal Process:

- a. The Performance Appraisal Committee reviews the Performance Appraisal Process, informs the Board of the process and invites Directors and the CEO to provide any comments to the Committee.
- b. Performance forms are provided to each Director for their completion and these are returned to the Committee.
- c. The CEO completes a self-evaluation form and returns it to the Committee.
- d. The Committee meets and summarizes the Board's completed ratings and compares the results to the CEO's self-appraisal.
- e. The Committee meets with the CEO to review the findings. The Committee Chair sends a confidential memo to the Board and convenes an Executive Session without the CEO to discuss the results and recommendations. The Board will discuss the appraisal memo and bonus recommendation, make changes if desired and then act. The minutes will reflect the action.
- f. 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.
- h. The CEO and the Committee modify the Goals for the next year, work together to outline the Performance Improvement and Development Plan.