



AGENDA

Board Affairs Committee

Tuesday, October 11, 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, 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:** September 13, 2022
3. **Chair Comments**
4. **Business**
 - a. Guest Pass Policy
 - b. Work Group Reviews
 - Committee Continuity
 - Bylaws
 - c. CPM Part 3
 - Part 3 Redline
 - Part 3 Clean
 - d. CPM Part 4
 - Part 4 Redline
5. **Member Comments**
6. **Adjournment**

Next Meeting: Tuesday, November 8, 2022, West Center, Room 2/Zoom, 1:30-3:00pm



MINUTES

Board Affairs Committee

Tuesday, September 13, 2022, 1:30pm
WC Room 2 / Zoom

Committee: Donna Coon (Chair), Carol Crothers, 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), Kris Zubicki (Recreation Services Director)

Absent: Joyce Finkelstein

Visitors: 32

1. Call to Order / Roll Call – Establish Quorum

Chair Coon called the meeting to order at 1:28pm. Roll call by Nanci Moyo. Quorum established.

2. Approve Meeting Minutes: August 9, 2022

MOTION: Johnson / seconded to approve August 9, 2022, Meeting Minutes as presented.

Passed: 7 yes / 1 abstain (Crothers)

*Jodie Walker arrived at 1:35pm

3. Chair Comments – Barb Mauser has resigned from the Board Affairs

Committee. One change to the agenda is to move CPM Part 2 before the Work Group reports.

4. Business

a. CPM Part 1: Guest Pass Policy

CEO Scott Somers reviewed the current Guest Pass Policy and considerations from staff, members, and BAC comments. Highlights include:

- The boundary for GVR is based on a perimeter and then going out 20 miles from any point on the perimeter.
- Annual guest cards are currently \$70 for unlimited number of guests and guest visits.
- Maintain the 20-mile radius limitation or increase to 25-miles from GVR boundaries.
- GVR is putting together a map of the boundaries so it is clear to understand.

- Eliminate annual guest passes and provide daily or weekly guest passes.
- Daily or weekly guest passes need to be greater than the breakdown of a member's annual fees ($\$505/365 = \1.38 daily).
- Guest must carry their own guest pass with a clear expiration date.
- Limit the number of guest passes that a member may purchase within a year.
- Maintain current policy of not requiring guests under 18 years of age to have a guest pass.
- Have scheduled guest times for facilities.
- Implementation of the guest policy is hard to enforce, but will be discussed in the future, along with fees.
- Choose an address, like West Center, to determine the boundaries.
- Limit member guest passes for local friends and families.
- After the Informational Session regarding Guest Pass Policy, in September with the Board and members, it will come back to the BAC to compose the policy for Board approval.

b. CPM Part 2 Redline and Clean

MOTION: Johnson / seconded to recommend to the Board of Directors the Board Affairs amendment to Part 2 Board of Directors: Section 1 Governance, 2.1.1.C.3 – remove “Recruit and orient new Directors and assess Board performances.” Replace with “Attend orientations, retreats, trainings, and conferences, etc. for continuing education for the role and responsibility of the Director position,” with the understanding Part 2 was approved for recommendation to the Board at the August 9, 2022, BAC meeting. Passed: 8 yes / 1 no (Zabicki)

c. Work Group Reports

1) Bylaws

Chuck Soukup reviewed the Bylaws Work Group progress:

- Reviewed the current Bylaws for duplicate verbiage, keeping consistent with Arizona Statutes, reordering, and adding a definition section.
- There are no material changes in the Bylaws.
- The Bylaws will be added to the BAC October agenda.
- The Bylaws Work Group will consider the Committee Continuity Work Group recommended change to the Bylaws. Bylaws Article VIII, Section 3 “Committee members shall be selected by the Chairperson of the Committee” to be changed to “The President, Chairperson, and CEO will review applications and then the Chairperson will select committee members and submit to the Board for approval.”

2) Committee Continuity Work Group

Nellie Johnson reviewed the recommendations of the Committee Continuity Work Group:

- Add to CPM Part 3 Committees: Section 1 General, 3.1.1.F Require a minimum of 5 and suggested maximum of 12 per Committee.
- Add 3.1.1.B - A Board Director should serve on at least one

Committee, and not more than two.

- 3.1.1.G shows a requested change in how Committee members are picked to have the President, Chairperson, and CEO to review applications. After review of the applications the Chairperson will select Committee members and submit the appointment to the Board for approval at April meeting.
- 3.1.1.D has added Committee terms for three-year terms, two terms for a total of six years.
- 3.1.1.H adds Responsibilities of Committee Chairperson and Committee to identify goals in conjunction with the Strategic Plan and providing quarterly reports to the Board. At the year end, each Committee provides a report on accomplishments and continuing tasks for the next year.
- Suggested changes from the BAC include:
 - 1) 3.1.1.B Add 'Within three (3) days of Annual Meeting' before – Directors shall inform the Board President...;
 - 2) 3.1.1.F change from maximum of 12 to 9;
 - 3) in 3.1.1.D add the word "consecutive" after six (6) and before years; and
 - 4) in 3.1.1.H add "Committee" after provide and before action, and add "at least" between provide and before quarterly.

MOTION: Johnson / seconded to adopt the policy recommendations to be included in the CPM Part 3 that were discussed in this meeting and included in the minutes.

Passed: unanimous

d. CPM Parts 2 – 4

CPM Part 2 had additions above in 4.b. and CPM Parts 3 and 4 will be reviewed at the October meeting.

5. **Member Comments:** No comments

6. **Adjournment**

MOTION: Johnson / seconded to adjourn meeting at 3:14pm.

Passed: unanimous

Next Meeting: Tuesday, October 11, 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: October 11, 2022

Presented By: Scott Somers, CEO

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| <p>Originating Committee / Department: Administration/Recreation</p> |
| <p>Action Requested: Review and discuss Guest Policy provisions; develop recommendation for Board of Directors' consideration.</p> |
| <p>Strategic Plan Goal: Goal 3: Promote increased involvement of members in GVR.</p> |
| <p>Background Justification: GVR is a private membership organization and our goal is to ensure we protect our members' interests which include 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>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:</p> <ul style="list-style-type: none"> • Mirror Tenant Cards option • Allow limited use per card – one guest per pass • Charge the follow rates: One Day - \$5; One Week - \$15; Two Weeks - \$25; One Month - \$35 • Maintain requirement that adults obtain Guest Card <p>This was not implemented and we continue to experience similar issues.</p> <p>The Board Affairs Committee (BAC) reviewed and discussed this matter on September 13. The Board of Directors held an Informational Meeting with members on September 21. The BAC is now asked to consider the input received from members and staff to develop updated policy recommendations for Board consideration. Attached to this report is a list of discussion and decision points based on member and staff input. As an additional policy matter, current policy/practice does not require a government issued identification card to receive any GVR passes, and GVR obtains a photo for all issued cards/passes except for</p> |

Tenant and Guest passes. Is this of concern to the BAC, and if so, how should the policy be amended?

Fiscal Impact:

There is fiscal impact depending on the outcome of the policy.

Committee Options:

- 1) Develop a recommendation for Board consideration to improve the Guest Policy and ask the Fiscal Affairs Committee (FAC) to develop recommendations for any necessary fee changes.
- 2) Continue discussing potential changes/improvements to the Guest Policy and delay forwarding any recommendations to the Board at this time.

Staff Recommendation:

#1

Attachments:

- 1) Current Guest Policy
- 2) Discussion and decision points
- 3) Survey results from similar organizations

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.

Discussion and Decision Points

1. Eliminate or Maintain the Annual Guest Pass?
 - a. If maintaining the Annual Guest Pass, should the number of guests be unlimited or limited?
If limited, by how many guests per visit? 2? 4? More?
 - b. If limited, may the member purchase additional passes for additional guests beyond the limit?
 - c. If maintaining the Annual Guest Pass, should guests using the pass be accompanied by the member?
2. Should Guest Passes be limited to Daily, Weekly, Biweekly, or Monthly?
 - a. If Guest Passes are limited to Daily, Weekly, Biweekly, or Monthly, should they be tied directly to a specific guest or be generic as they are now?
 - b. If Guest Passes are generic, is there a limit to the number of guests per pass? 2? 4? More?
 - c. What fee should be charged for Daily, Weekly, Biweekly, and Monthly passes? *FAC*?
 - d. Should the number of Guest Passes a member may purchase annually be limited? To what?
 - e. Should the number of visits be limited by specific guest?
3. Should the 20-mile radius limitation from the GVR boundary to qualify as a Guest be maintained, eliminated or extended? If extended, to what?
4. Should the 20-mile radius limitation be based on the GVR boundary or a central point such as West Center? *See map illustration.*
5. Should the requirement remain or be eliminated that guests should be staying in a GVR household with the member or in a local hotel?
6. Currently, guest cards are only required for, and may only be used by, guests who are age 18 or older. Should this age limit be changed to 16 or 17?
7. Other?

Similar Communities/Organizations

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.

EXHIBIT A

**Amended and Restated Bylaws of
Green Valley Recreation, Inc.**

**ARTICLE 1
DEFINITIONS**

- 1.1 Additional Card Holder.** "Additional Card Holder" is an individual who shares a common household with a GVR Member.
- 1.2 Assigned Member.** "Assigned Member" is an individual who has been assigned the right to use GVR's facilities, vote and serve on the Board pursuant to Article 3, Section 3.3(A).
- 1.3 Board.** "Board" shall mean the board of directors of Green Valley Recreation, Inc., an Arizona nonprofit corporation.
- 1.4 Commercial Residential Care Facility (CRCF); CRCF Resident.** "Commercial Residential Care Facility" or "CRCF" shall mean a commercial property within The Corporation's jurisdictional boundaries that leases residential units and/or provides its residents with care-related services. A CRCF Resident is an individual residing in a CRCF.
- 1.5 Corporate Policy Manual.** The "Corporate Policy Manual" is the document containing the rules, policies and procedures of The Corporation as established by the Board.
- 1.6 Corporation or GVR.** "The Corporation" or "GVR" shall mean and refer to Green Valley Recreation, Inc., an Arizona nonprofit corporation.
- 1.7 Guest.** "Guest" is a temporary visitor of a GVR Member, CRCF Resident, Life Care Member or Tenant who lives more than twenty (20) miles outside The Corporation's jurisdictional boundaries who may use GVR's recreational facilities upon payment of a fee.
- 1.8 GVR Member; GVR Membership.** "GVR Member" shall mean and refer to an Owner or Assigned Member. "GVR Membership" shall mean and refer to all Owners and Assigned Members, collectively.
- 1.9 GVR Property.** "GVR Property" shall mean and refer to real property within The Corporation's Jurisdictional Boundaries as set forth in Article 3, Section 3.1.

1.10 Life Care Member. "Life Care Member" is a former GVR Member who resides in a residential care facility in the greater Green Valley area and has been extended privileges to use GVR's recreational facilities by the Board.

1.11 Master Deed Restriction. "Master Deed Restriction" shall mean the Green Valley Recreation, Inc. Amended Master Deed Restriction recorded in Docket 11371 at page 2595 of the official records of Pima County, Arizona.

1.12 Owner. "Owner" is the record holder of legal title to the fee interest of a GVR Property, including each person who has legal title of a GVR Property in joint tenancy, tenancy in common, or as community property. When a GVR Property is held in a trust, the trustee is the Owner unless otherwise stated in the trust.

1.13 Tenant. "Tenant" shall mean an individual leasing a GVR Property who is assigned the right to use GVR's facilities pursuant to Article 3, Section 3.3(B).

ARTICLE 2 BUSINESS AND JURISDICTION OF THE CORPORATION

2.1 Business of The Corporation. The Corporation shall provide recreational, cultural and educational programs for the enjoyment of GVR Members. The Corporation shall purchase, lease, own and maintain recreational facilities in support of the programs stated above.

2.2 Jurisdiction of The Corporation. The jurisdiction of The Corporation shall include the real property designated within the Corporate Boundary Document kept on file at the office of The Corporation.

2.3 Expansion of Jurisdiction. Real property that is not within The Corporation's jurisdiction may be brought within the jurisdiction of The Corporation with the approval of a majority of those GVR Members voting on the matter. Any such expansion of The Corporation's boundaries shall be certified by the President or Secretary and entered into the Corporate Boundary Document.

2.4 New Housing Developments. Any expansion of The Corporation's jurisdictional boundaries for new subdivision development pursuant to Section 2.2 above shall conform to the following criteria:

(a) The developer of the subdivision shall agree to place a restriction in the subdivision's covenants, conditions and restrictions requiring perpetual membership in The Corporation for each property.

(b) The developer of the subdivision shall place an “age restriction” with regard to familial status exemptions as outlined by Housing and Urban Development (HUD).

(c) Each developer must give guaranty through financial assurances that it will make contributions to GVR in terms of front-end cash or donation of land and contribution of recreational and social facilities to be built and dedicated to GVR free of encumbrances, whichever serves the best interest of the GVR Membership as determined by the Board. Both cash contributions and donations of land and improvements shall be based, at a minimum, upon the grand total of GVR fees charged in connection with potential homes in each development. In the case of the donation of land and improvements, adequate security shall first be furnished to GVR in the form of a letter of credit, certificate of deposit, bond, or other commercially reasonable and adequate security.

(d) The Board shall negotiate on behalf of the GVR Membership with respect to the new development and bind each developer with independent contracts.

(e) Each new development must be adjacent/contiguous to the existing GVR boundaries at the time of entry.

ARTICLE 3 MEMBERSHIP AND USE OF FACILITIES

3.1 GVR Property. A GVR Property is any of the following:

(a) Residential real estate located within The Corporation's jurisdiction against which a voluntary deed restriction agreement has been recorded requiring perpetual membership in GVR;

(b) Residential real estate located within a subdivision that requires membership in GVR by virtue of recorded covenants, conditions and restrictions; or

(c) Commercial residential property within The Corporation's jurisdiction ("CRCF").

3.2 Membership Rights. Subject to the provisions of Section 3.5 of this Article III, an Owner shall be entitled to all of the rights of membership in The Corporation which shall include the right to use GVR's facilities, vote in GVR Membership matters, and serve on the Board.

3.3 Assignment of Membership Rights. Upon payment of a fee established by the Board, an Owner may do either of the following:

A. Surrender the right to use GVR's facilities, vote in GVR Membership matters, and serve on the Board and assign such rights to an individual who occupies his/her GVR Property without payment of rent ("Assigned Member"); or

B. Surrender the right to use GVR's facilities and assign such right to an individual who leases his/her GVR Property ("Tenant").

3.4 Use of Recreational Facilities. GVR Members, CRCF residents, Tenants, Additional Card Holders, Life Care Members and Guests may use GVR's recreational facilities subject to the then current rules and regulations established by the Board.

3.5 Suspension of Rights.

A. The right of an individual to use GVR's recreational facilities may be suspended for any infraction of these Amended and Restated Bylaws, policies, and/or rules and regulations of The Corporation in conformance with procedures adopted by the Board. The suspension of an individual's right to use GVR's facilities shall not affect such individual's obligation to pay dues or any other amounts owed to GVR during the period of suspension.

B. The right of a GVR Member or Assigned Member to use GVR facilities, vote in GVR Membership matters, and be nominated in an election of directors shall be suspended during any period in which such GVR member or Assigned Member is delinquent in the payment of dues, fees, or special assessments.

3.6 Membership Responsibility. It shall be the duty of each GVR Member to keep The Corporation advised of his/her current mailing address.

**ARTICLE 4
MEMBERSHIP FEES AND DUES**

4.1 Fees. GVR Members shall be required to pay admission fees, transfer fees, and such administrative fees as established by the Board.

4.2 Dues. Annual dues shall be levied against each GVR Property each calendar year in such amounts as determined by the Board; provided, however, that annual dues shall be prorated for the year in which a GVR Property is acquired by an Owner. In establishing the amount of the annual dues, the Board shall be guided by the expense of operating The Corporation and a reasonable reserve for capital replacements with the objective of operating the facilities on a self-sustaining basis. On or before December 10th of each year, the Board shall announce the schedule of dues and the operating and capital budgets for the next calendar year.

4.3 Special Assessments. The Board may levy a special assessment against each GVR Property; provided, however, that such assessment is approved by a majority of GVR Members voting on the matter.

4.4. Delinquencies. Annual dues, fees or special assessments that remain unpaid more than ten (10) days after their due date shall be subject to a late fee as determined by the Board. All attorney's fees and costs incurred by The Corporation in collecting dues, fees or special

assessments shall be the personal obligation of the delinquent Owner and a charge upon such Owner's GVR Property pursuant to the Master Deed Restriction.

ARTICLE 5 MEMBERSHIP MEETINGS AND VOTING

5.1 Annual Meeting. The annual meeting of The Corporation shall be held within ninety days (90) after the end of the fiscal year and shall include a report of The Corporation's most recent financial audit.

5.2 Special Meetings. Special meetings of The Corporation may be called at any time by either the President, a majority of directors, or upon a petition signed by GVR Members representing at least ten percent (10%) of GVR Properties. Special Meetings called as a result of a petition shall be held within ninety days (90) of delivery of same upon The Corporation.

5.3 Notice of Meetings. Written notice of the date, time and place of the annual meeting or any special meeting shall be given to each eligible GVR Member no less than thirty (30) days nor more than sixty (60) days prior to the meeting, and in the case of a special meeting, the notice shall set forth the nature of the business to be transacted.

5.4 Record Date. The record date for determining a GVR Member's eligibility to vote in any matter shall be thirty (30) days prior to the first day that votes may be cast in such matter.

5.5 Voting Rights. GVR Members who are eligible to vote may cast one (1) vote in any matter put to a vote of the GVR Membership; provided, however, there shall be no more than one (1) vote cast for each GVR Property. If a vote is cast on behalf of a GVR Property, it will thereafter be conclusively presumed for all purposes that the individual casting such vote was acting with the authority and consent of all co-owners of such GVR Property. The vote for each GVR Property must be cast as a unit and fractional votes shall not be permitted.

5.6 Voting Procedure; Quorum Requirement. All action by GVR Members shall be taken by written ballot in conformance with the procedures and requirements set forth in A.R.S. §10-3708. Except as otherwise specified in these Amended and Restated Bylaws, the quorum requirement for a vote on any matter shall be ballots cast by GVR Members representing ten percent (10%) of the total eligible votes in The Corporation.

ARTICLE 6 BOARD OF DIRECTORS

6.1 Number of Directors; Qualifications. The Board shall consist of twelve (12) directors who shall be GVR Members residing within the jurisdiction of The Corporation, and the chief executive officer who shall serve as an ex-officio, non-voting member of the Board.

6.2 Term of Directors. The term of a director elected by the GVR Membership shall be three (3) years. The terms of directors shall be staggered such that each year, the term of four (4) directors shall expire. No Director may serve more than two (2) consecutive terms or part of any term served as an appointed director; provided, however, that a former director may be re-elected after one (1) or more years' absence from the Board.

6.3 Nomination of Directors.

A. By Committee. The Nominations & Elections Committee shall compile a list of eligible GVR Members who are qualified to serve on the Board and have submitted a candidate application. The slate of candidates shall be made available to the GVR Membership at least ninety (90) days before the annual meeting.

B. By GVR Members. Additional nominations may be made by a nomination petition delivered to The Corporation no less than sixty (60) days before the annual meeting and which contains the signed consent of the nominee and the signatures of eligible GVR Members representing not less than two-hundred (200) GVR Properties. The names of nominees submitted through such a petition shall be added to the slate of candidates compiled by the Nominations and Elections Committee.

6.4 Vacancies. Any vacancy on the Board created by the resignation, removal, or death of a director, shall be filled by the unsuccessful candidate of the last election, who received the greatest number of votes and is qualified and willing to serve. If none of said unsuccessful candidates is qualified and willing to serve, a majority of the remaining directors shall appoint a director to serve for the unexpired term of his/her predecessor.

6.5 Compensation; GVR Employment. Directors shall not receive compensation for their services on the Board but may be reimbursed by The Corporation for authorized expenses and disbursements made on its behalf. Directors and members of their immediate families may not provide services to The Corporation in exchange for financial compensation except for ancillary services related to instruction or the arts.

6.6 Powers. In addition to exercising all the powers of The Corporation as set forth in A.R.S. §10-3302 and GVR's Amended and Restated Articles of Incorporation, the Board shall have the authority to do the following:

(1) Adopt rules and regulations governing the use of GVR's facilities and the personal conduct of all persons thereon which shall be published in the Corporate Policy Manual.

(2) Adopt policies and procedures in order to carry out the provisions of these Amended and Restated Bylaws which shall be published in the Corporate Policy Manual.

(3) Declare a vacancy on the Board should any director miss three (3) regularly scheduled Board meetings in any twelve-month period without good cause.

6.7 Limitations on Powers.

A. The following actions shall require the prior approval of a majority of GVR Members voting on the matter:

(1) A contract requiring an annual payment that exceeds ten percent (10%) of the annual budgets for that fiscal year; provided, however, that a vote on any such matter shall have a quorum requirement of twenty percent (20%); or

(2) A change in services which would result in either an increase or decrease of five percent (5%) or more of the current operating budget; provided, however, that increases in services relating to new facilities provided by and at the expense of a developer or funded by existing reserves intended for such purposes shall not require the approval of GVR members.

B. The following actions shall require the approval of a majority of directors in office:

(1) Appointing and removing the chief executive officer and fixing his/her compensation;

(2) Establishing the amount of admission fees, dues, and special assessments;
or

(3) Adopting operating and capital budgets, which shall include a contribution to reserves.

**ARTICLE 7
BOARD MEETINGS**

7.1 Regular Meetings. Regular meetings of the Board shall be held at least at least four (4) times per fiscal year and shall be fixed on a schedule determined by the Board and published to the GVR Membership.

7.2 Special Meetings. Special meetings of the Board may be called by the President, the Vice President, or at the request of any two (2) directors.

7.3 Notice of Meetings.

A. Regular Meetings. Regular meetings of the Board may be held without additional notice to directors or GVR Members.

B. Special Meetings. Written notice of the date, time and place of a special meeting shall be provided to each director at least two days prior to the meeting and if any portion of the

meeting is to be open to GVR Members, such notice shall also be provided electronically to the GVR Membership.

C. **Waiver of Notice.** A director may waive any notice in writing before or after the date and time stated in the notice. A director's attendance at or participation in a meeting waives any required notice to the director of the meeting unless the director at the beginning of the meeting or promptly on the director's arrival at the meeting objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

7.4 Quorum. The presence, in person, by video conference, or by telephone conference, of a majority of the number of directors in office shall constitute a quorum for the transaction of business at a meeting. Except as otherwise specified in these Amended and Restated Bylaws, the vote of a majority of directors present at any meeting at which a quorum is present shall be the act of the Board.

7.5 Open Meetings. Meetings of the Board at which official business of The Corporation is transacted shall be open to GVR Members; provided, however, that the Board, at the discretion of the President, may hold a meeting or any portion thereof in executive session to address any of the following:

- (1) Personnel matters; or
- (2) Legal matters.

7.6 Conduct of Meetings. Roberts Rules of Order shall prevail unless otherwise determined by the Board.

ARTICLE 8 OFFICERS AND CHIEF EXECUTIVE OFFICER

8.1 Enumeration of Officers. The officers of The Corporation shall be the President, Vice President, Secretary, Treasurer, Assistant Secretary and Assistant Treasurer, the sequence of which determines their seniority.

8.2 Election and Term. Within thirty (30) days after the annual meeting of the GVR Membership, the officers shall be elected from among the directors by a majority vote of the Board and each such officer shall serve, at the pleasure of the Board, for a term of one (1) year or until the successor is elected.

8.3 Resignation and Removal; Vacancies. An officer may resign at any time by delivering notice to The Corporation and an officer may be removed from office by the Board at any time, with or without cause. An officer elected by the Board to fill a vacancy caused by resignation, removal or death shall serve for the unexpired term of his/her predecessor.

8.4 Duties of Officers.

A. President. The President shall preside at all meetings of the Board and at meetings of the GVR Membership and shall carry out all orders and resolutions of the Board and shall sign all formal written instruments such as notes, leases, mortgages, deeds, and contracts other than recurring operational contracts which the Board by appropriate resolution has exempted from this requirement. Contracts signed by the President shall receive prior legal review and Board approval. In the absence of the President, the Vice President shall perform all the duties of the President. Should the Vice President also be absent, the duties of the President shall be performed by the most senior officer present and when so acting, shall have all the powers of the President.

B. Vice President. The Vice President shall carry out duties as assigned by the President. In the absence of the President, the Vice President shall perform the duties of the President and, when so acting, shall have all the powers of the President.

C. Secretary. The Secretary shall ensure that minutes are kept of meetings of the GVR Membership and the Board. The Secretary shall cause to be given all notices in accordance with provisions of these Amended and Restated Bylaws or as required by law. The Secretary shall see that all records of The Corporation are properly kept and preserved and that the names and addresses of all GVR members are on file in the office of The Corporation. In the absence of the Secretary, the Assistant Secretary shall perform all the duties of the Secretary.

D. Treasurer. The Treasurer shall exercise an oversight role of the financial affairs of The Corporation to ensure that financial records are kept in accordance with generally accepted accounting standards. The Treasurer shall ensure that timely, accurate financial statements are presented to the Board and that the financial records of The Corporation are audited. In the absence of the Treasurer, the Assistant Treasurer shall perform all the duties of the Treasurer.

8.5 Chief Executive Officer. The chief executive officer shall be accountable to the Board and shall serve as the chief operating officer of The Corporation responsible for the management of the day-to-day operations of GVR. The chief executive officer shall work cooperatively with the Board to ensure that GVR's policies are carried out effectively without exceeding the limits of authority delegated by the Board and shall ensure that operations are in conformance with these Amended and Restated Bylaws and the CPM.

8.6 Signing of Checks. Any check in the amount of \$2,500.00 or more shall be signed by two (2) officers of The Corporation or by one (1) officer and the chief executive officer. Any check in an amount of less than \$2,500.00 shall be signed by the chief executive officer in conformance with procedures as shall be set forth in the Corporate Policy Manual.

**ARTICLE 9
COMMITTEES**

9.1 Standing Committees. The Board shall establish the following committees which shall make policy recommendations to the Board, and have such duties as set forth in the Corporate Policy Manual:

- (1) Board Affairs;
- (2) Fiscal Affairs;
- (3) Nominations & Elections;
- (4) Planning and Evaluation;
- (5) Audit; and
- (6) Investment.

9.2 Special Committees. The President may establish special or ad hoc committees to assume specific, short-term responsibilities. The duties and responsibilities of such committees shall be approved by the Board.

9.3 Composition of Committees.

A. Chairperson. The chairperson of each committee shall be a director selected by the President subject to Board approval; provided, however, that the chairperson of the Audit Committee shall not be an officer of The Corporation or a member of the Fiscal Affairs Committee.

B. Members. Committee members shall be selected by the chairperson of the committee from among GVR Members and operations staff. The President shall be an ex-officio member of all committees except the Nominations & Elections and Audit Committees.

9.4 Subcommittees. Except for the Nominations & Elections and Audit Committees, each committee shall have the power to establish subcommittees and may delegate to such subcommittees any of its duties and powers. Subcommittee members shall be selected by the chairperson of the committee overseeing such subcommittee from among GVR members.

9.5 Meetings. Meetings of committees and subcommittees shall be open to GVR Members at the discretion of each committee or subcommittee.

**ARTICLE X
MISCELLANEOUS**

10.1 Amendments.

A. Proposed by GVR Members. Amendments to these Amended and Restated Bylaws may be proposed by a petition containing the signatures of GVR Members representing at least

ten percent (10%) of the total eligible votes in The Corporation submitted to the Secretary no less than sixty (60) days before the Annual or Special Meeting. Amendments proposed by GVR members shall be submitted to a vote of the GVR Membership within sixty (60) days of submission of such a petition.

B. Proposed by Board. The Board may propose amendments to these Amended and Restated Bylaws with the approval of two-thirds (2/3) of the directors in office.

C. Approval of Amendments. Any amendment to these Amended and Restated Bylaws shall be approved by GVR Members representing a majority of the total eligible votes in The Corporation or two-thirds (2/3) of those GVR Members voting on the matter, whichever is less.

10.2 GVR Clubs. Any group of GVR Members interested in pursuing a particular field of interest may join together for the purpose of pursuing such interest and may request that the Board grant them status as a GVR club. The Board shall establish policies and procedures for creating and revoking club status and the rules and regulations governing the operation of GVR clubs.

10.3 Fiscal Year. The fiscal year and GVR Membership year of The Corporation shall be January 1 through December 31.

10.4 Annual Audit. The financial records of The Corporation shall be audited following the close of each fiscal year by an independent auditing firm.

10.5 Records. The books, records and papers of The Corporation shall be available to GVR Members for inspection pursuant to the provisions of A.R.S. §§10-11602 and 10-11603.

10.6 Conflict. In the event of any conflict between these Amended and Restated Bylaws and GVR's Amended and Restated Articles of Incorporation, or between these Amended and Restated Bylaws and the Arizona Nonprofit Corporation Act (A.R.S. §10-3101, *et seq.*), the latter of the two shall control. In the event of any conflict between these Amended and Restated Bylaws and the Corporate Policy Manual, the former shall control.

10.7 Topical Headings. The topical headings of the paragraphs contained in these Amended and Restated Bylaws are for convenience only and do not define, limit or construe the content of the paragraphs or of this document.

Proposed Restated Bylaws
of Green Valley Recreation, Inc.
as of August 14, 2022

ARTICLE 1
DEFINITIONS

- 1.1 Corporation or GVR.** “The Corporation or “GVR” shall mean and refer to Green Valley Recreation, Inc., an Arizona nonprofit corporation.
- 1.2 Board.** “Board” shall mean the board of directors of Green Valley Recreation, Inc., an Arizona nonprofit corporation.
- 1.3 Corporate Policy Manual.** The “Corporate Policy Manual” is the document containing the rules, policies and procedures of the Corporation as established by the Board.
- 1.4 GVR Property.** “GVR Property” shall mean and refer to real property within The Corporation’s Jurisdictional Boundaries as set forth in Article 3, Section 3.1.
- 1.5 Master Deed Restriction.** “Master Deed Restriction” shall mean the Green Valley Recreation Inc. Amended Master Deed Restriction recorded in Docket 11371 at page 2595 of the official records of Pima County, Arizona.
- 1.6 GVR Member; GVR Membership.** “GVR Member” shall mean and refer to an Owner or Assigned Member. “GVR Membership” shall mean and refer to all Owners and Assigned Members, collectively.
- 1.7 Owner.** “Owner” is the record holder of legal title to the fee interest of a GVR Property, including each person who has legal title of a GVR Property in joint tenancy, tenancy in common, or as community property. When a GVR Property is held in trust, the trustee is the Owner unless otherwise stated in the trust.
- 1.8 Assigned Member.** “Assigned Member” is an individual who has been assigned the right to use GVR’s facilities, vote and serve on the Board pursuant to Article 3, Section 3.3(A).
- 1.9 Additional Card Holder.** “Additional Card Holder” is an individual who shares a common household with a GVR Member. Note: there is no definition of “Card Holder.”
- 1.10 Commercial Residential Care Facility (CRCF); CRCF Resident.** “Commercial Residential Care Facility” or “CRCF” shall mean a commercial property within The Corporation’s jurisdictional boundaries that leases residential units and/or provides its residents with care-related services. A CRCF Resident is an individual residing in a CRCF.

1.11 Life Care Member. “Life Care Member” is a former GVR Member who resides in a residential care facility in the greater Green Valley area and has been extended privileges to use GVR’s recreational facilities by the Board.

1.12 Tenant. Tenant shall mean an individual leasing a GVR Property who is assigned the right to use GVR’s facilities pursuant to Article 3, Section 3.3(B).

1.13 Guest. “Guest” is a temporary visitor of a GVR Member, CRCF Resident, Life Care Member or Tenant who lives more than twenty (20) miles outside the Corporation’s jurisdictional boundaries who may use GVR’s recreational facilities upon payment of a fee.

ARTICLE 2 BUSINESS AND JURISDICTION OF THE CORPORATION

2.1 Business of The Corporation. The Corporation shall provide recreational, cultural and educational programs for the enjoyment of GVR Members. The Corporation shall purchase, lease, own and maintain recreational facilities in support of the programs stated above.

2.2 Jurisdiction of The Corporation. The jurisdiction of The Corporation shall include the real property designated within the Corporate Boundary Document kept on file at the office of The Corporation.

2.3 Expansion of Jurisdiction. Real property that is not within The Corporation's jurisdiction may be brought within the jurisdiction of The Corporation with the approval of a majority of those GVR Members voting on the matter. Any such expansion of The Corporation's boundaries shall be certified by the President or Secretary and entered into the Corporate Boundary Document.

2.4 New Housing Developments. Any expansion of The Corporation's jurisdictional boundaries for new subdivision development pursuant to Section 2.2 above shall conform to the following criteria:

a. The developer of the subdivision shall agree to place a restriction in the subdivision's covenants, conditions and restrictions requiring perpetual membership in The Corporation for each property.

b. The developer of the subdivision shall place an “age restriction” with regard to familial status exemptions as outlined by Housing and Urban Development (HUD).

c. Each developer must give guaranty through financial assurances that it will make contributions to GVR in terms of front-end cash or donation of land and contribution of recreational and social facilities to be built and dedicated to GVR free of encumbrances, whichever serves the best interest of the GVR Membership as determined by the Board. Both cash contributions and donations of land and improvements shall be based, at a

minimum, upon the grand total of GVR fees charged in connection with potential homes in each development. In the case of the donation of land and improvements, adequate security shall first be furnished to GVR in the form of a letter of credit, certificate of deposit, bond, or other commercially reasonable and adequate security.

d. The Board shall negotiate on behalf of the GVR Membership with respect to the new development and bind each developer with independent contracts.

e. Each new development must be adjacent/contiguous to the existing GVR boundaries at the time of entry.

ARTICLE 3 MEMBERSHIP AND USE OF FACILITIES

3.1 GVR Property. A GVR Property is any of the following:

a. Residential real estate located within The Corporation's jurisdiction against which a voluntary deed restriction agreement has been recorded requiring perpetual membership in GVR;

b. Residential real estate located within a subdivision that requires membership in GVR by virtue of recorded covenants, conditions and restrictions; or

c. Commercial residential property within The Corporation's jurisdiction ("CRCF").

3.2 Membership Rights. Subject to the provisions of Section 3.5 of this Article III, an Owner shall be entitled to all of the rights of membership in The Corporation which shall include the right to use GVR's facilities, vote in GVR Membership matters, and serve on the Board.

3.3 Assignment of Membership Rights. Upon payment of a fee established by the Board, an Owner may do either of the following:

a. Surrender the right to use GVR's facilities, vote in GVR Membership matters, and serve on the Board and assign such rights to an individual who occupies his/her GVR Property without payment of rent ("Assigned Member"); or

b. Surrender the right to use GVR's facilities and assign such right to an individual who leases his/her GVR Property ("Tenant").

3.4 Use of Recreational Facilities. GVR Members, CRCF residents, Tenants, Additional Card Holders, Life Care Members and Guests may use GVR's recreational facilities subject to the then current rules and regulations established by the Board.

3.5 Suspension of Rights.

a. The right of an individual to use GVR's recreational facilities may be suspended for any infraction of these Amended and Restated Bylaws, policies, and/or rules and regulations of The Corporation in conformance with procedures adopted by the Board. The suspension of an individual's right to use GVR's facilities shall not affect such individual's obligation to pay dues or any other amounts owed to GVR during the period of suspension.

b. The right of a GVR Member or Assigned Member to use GVR facilities, vote in GVR Membership matters, and be nominated in an election of directors shall be suspended during any period in which such GVR member or Assigned Member is delinquent in the payment of dues, fees, or special assessments.

3.6 Membership Responsibility. It shall be the duty of each GVR Member to keep The Corporation advised of his/her current mailing address.

ARTICLE 4 MEMBERSHIP FEES AND DUES

41 Fees. GVR Members shall be required to pay admission fees, transfer fees, and such administrative fees as established by the Board.

42 Dues. Annual dues shall be levied against each GVR Property each calendar year in such amounts as determined by the Board; provided, however, that annual dues shall be prorated for the year in which a GVR Property is acquired by an Owner. In establishing the amount of the annual dues, the Board shall be guided by the expense of operating The Corporation and a reasonable reserve for capital replacements with the objective of operating the facilities on a self-sustaining basis. On or before December 10th of each year, the Board shall announce the schedule of dues and the operating and capital budgets for the next calendar year.

43 Special Assessments. The Board may levy a special assessment against each GVR Property; provided, however, that such assessment is approved by a majority of GVR Members voting on the matter.

44 Delinquencies. Annual dues, fees or special assessments that remain unpaid more than ten (10) days after their due date shall be subject to a late fee as determined by the Board. All attorney's fees and costs incurred by The Corporation in collecting dues, fees or special assessments shall be the personal obligation of the delinquent Owner and a charge upon such Owner's GVR Property pursuant to the Master Deed Restriction.

ARTICLE 5
MEMBERSHIP MEETINGS AND VOTING

5.1 Annual Meeting. The annual meeting of The Corporation shall be held within ninety days (90) after the end of the fiscal year and shall include a report of The Corporation's most recent financial audit.

5.2 Special Meetings. Special meetings of The Corporation may be called at any time by either the President, a majority of directors, or upon a petition signed by GVR Members representing at least ten percent (10%) of GVR Properties. Special Meetings called as a result of a petition shall be held within ninety days (90) of delivery of same upon The Corporation.

5.3 Notice of Meetings. Written notice of the date, time and place of the annual meeting or any special meeting shall be given to each eligible GVR Member no less than thirty (30) days nor more than sixty (60) days prior to the meeting, and in the case of a special meeting, the notice shall set forth the nature of the business to be transacted.

5.4 Voting Rights. GVR Members who are eligible to vote may cast one (1) vote in any matter put to a vote of the GVR Membership; provided, however, there shall be no more than one (1) vote cast for each GVR Property. If a vote is cast on behalf of a GVR Property, it will thereafter be conclusively presumed for all purposes that the individual casting such vote was acting with the authority and consent of all co-owners of such GVR Property. The vote for each GVR Property must be cast as a unit and fractional votes shall not be permitted.

5.5 Voting Procedure; Quorum Requirement. All action by GVR Members shall be taken by written ballot in conformance with the procedures and requirements set forth in A.R.S. §10-3708. Except as otherwise specified in these Amended and Restated Bylaws, the quorum requirement for a vote on any matter shall be ballots cast by GVR Members representing ten percent (10%) of the total eligible votes in The Corporation.

ARTICLE 6
BOARD OF DIRECTORS

6.1 Number of Directors; Qualifications. The Board shall consist of twelve (12) directors who shall be GVR Members residing within the jurisdiction of The Corporation, and the chief executive officer who shall serve as an ex-officio, non-voting member of the Board.

6.2 Term of Directors. The term of a director elected by the GVR Membership shall be three (3) years. The terms of directors shall be staggered such that each year, the term of four (4) directors shall expire. No Director may serve more than two (2) consecutive terms or part of any term served as an appointed director; provided, however, that a former director may be re-elected after one (1) or more years' absence from the Board.

6.3 Nomination of Directors.

a. By Committee. The Nominations & Elections Committee shall compile a list of eligible GVR Members who are qualified to serve on the Board and have submitted a candidate application. The slate of candidates shall be made available to the GVR Membership at least ninety (90) days before the annual meeting.

b. By GVR Members. Additional nominations may be made by a nomination petition delivered to The Corporation no less than sixty (60) days before the annual meeting and which contains the signed consent of the nominee and the signatures of eligible GVR Members representing not less than two-hundred (200) GVR Properties. The names of nominees submitted through such a petition shall be added to the slate of candidates compiled by the Nominations and Elections Committee.

6.4 Vacancies. Any vacancy on the Board created by the resignation, removal, or death of a director, shall be filled by the unsuccessful candidate of the last election, who received the greatest number of votes and is qualified and willing to serve. If none of said unsuccessful candidates is qualified and willing to serve, a majority of the remaining directors shall appoint a director to serve for the unexpired term of his/her predecessor.

6.5 Compensation; GVR Employment. Directors shall not receive compensation for their services on the Board but may be reimbursed by The Corporation for authorized expenses and disbursements made on its behalf. Directors and members of their immediate families may not provide services to The Corporation in exchange for financial compensation except for ancillary services related to instruction or the arts.

6.6 Powers. In addition to exercising all the powers of The Corporation as set forth in A.R.S. §10-3302 and GVR's Amended and Restated Articles of Incorporation, the Board shall have the authority to do the following:

a. Adopt rules and regulations governing the use of GVR's facilities and the personal conduct of all persons thereon which shall be published in the Corporate Policy Manual.

b. Adopt policies and procedures in order to carry out the provisions of these Amended and Restated Bylaws which shall be published in the Corporate Policy Manual.

c. Declare a vacancy on the Board should any director miss three (3) regularly scheduled Board meetings in any twelve-month period without good cause.

Limitations on Powers.

a. The following actions shall require the prior approval of a majority of GVR Members voting on the matter:

1. A contract requiring an annual payment that exceeds ten percent (10%) of the annual budget for that fiscal year; provided, however, that a vote on any such matter shall have a quorum requirement of twenty percent (20%); or

2. A change in services which would result in either an increase or decrease of five percent (5%) or more of the current operating budget; provided, however, that increases in services relating to new facilities provided by and at the expense of a developer or funded by existing reserves intended for such purposes shall not require the approval of GVR members.

b. The following actions shall require the approval of a majority of directors in office:

1. Appointing and removing the chief executive officer and fixing his/her compensation;

2. Establishing the amount of admission fees, dues, and special assessments;

or

3. Adopting operating and capital budgets, which shall include a contribution to reserves.

**ARTICLE 7
BOARD MEETINGS**

7.1 Regular Meetings. Regular meetings of the Board shall be held at least at least four (4) times per fiscal year and shall be fixed on a schedule determined by the Board and published to the GVR Membership.

7.2 Special Meetings. Special meetings of the Board may be called by the President, the Vice President, or at the request of any two (2) directors.

7.3 Notice of Meetings.

a. Regular Meetings. Regular meetings of the Board may be held without additional notice to directors or GVR Members.

b. Special Meetings. Written notice of the date, time and place of a special meeting shall be provided to each director at least two days prior to the meeting and if any portion of the

meeting is to be open to GVR Members, such notice shall also be provided electronically to the GVR Membership.

c. **Waiver of Notice.** A director may waive any notice in writing before or after the date and time stated in the notice. A director's attendance at or participation in a meeting waives any required notice to the director of the meeting unless the director at the beginning of the meeting or promptly on the director's arrival at the meeting objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

7.4 Quorum. The presence, in person, by video conference, or by telephone conference, of a majority of the number of directors in office shall constitute a quorum for the transaction of business at a meeting. Except as otherwise specified in these Amended and Restated Bylaws, the vote of a majority of directors present at any meeting at which a quorum is present shall be the act of the Board.

7.5 Open Meetings. Meetings of the Board at which official business of The Corporation is transacted shall be open to GVR Members; provided, however, that the Board, at the discretion of the President, may hold a meeting or any portion thereof in executive session to address any of the following:

- a. Personnel matters; or
- b. Legal matters.

7.6 Conduct of Meetings. Roberts Rules of Order shall prevail unless otherwise determined by the Board.

ARTICLE 8 OFFICERS AND CHIEF EXECUTIVE OFFICER

8.1 Enumeration of Officers. The officers of The Corporation shall be the President, Vice President, Secretary, Treasurer, Assistant Secretary and Assistant Treasurer, the sequence of which determines their seniority.

8.2 Election and Term. Within thirty (30) days after the annual meeting of the GVR Membership, the officers shall be elected from among the directors by a majority vote of the Board and each such officer shall serve, at the pleasure of the Board, for a term of one (1) year or until the successor is elected.

8.3 Resignation and Removal; Vacancies. An officer may resign at any time by delivering notice to The Corporation and an officer may be removed from office by the Board at any time, with or without cause. An officer elected by the Board to fill a vacancy caused by resignation, removal or death shall serve for the unexpired term of his/her predecessor.

84 Duties of Officers.

a. President. The President shall preside at all meetings of the Board and at meetings of the GVR Membership and shall carry out all orders and resolutions of the Board and shall sign all formal written instruments such as notes, leases, mortgages, deeds, and contracts other than recurring operational contracts which the Board by appropriate resolution has exempted from this requirement. Contracts signed by the President shall receive prior legal review and Board approval. In the absence of the President, the Vice President shall perform all the duties of the President. Should the Vice President also be absent, the duties of the President shall be performed by the most senior officer present and when so acting, shall have all the powers of the President.

b. Vice President. The Vice President shall carry out duties as assigned by the President. In the absence of the President, the Vice President shall perform the duties of the President and, when so acting, shall have all the powers of the President.

c. Secretary. The Secretary shall ensure that minutes are kept of meetings of the GVR Membership and the Board. The Secretary shall cause to be given all notices in accordance with provisions of these Amended and Restated Bylaws or as required by law. The Secretary shall see that all records of The Corporation are properly kept and preserved and that the names and addresses of all GVR members are on file in the office of The Corporation. In the absence of the Secretary, the Assistant Secretary shall perform all the duties of the Secretary.

d. Treasurer. The Treasurer shall exercise an oversight role of the financial affairs of The Corporation to ensure that financial records are kept in accordance with generally accepted accounting standards. The Treasurer shall ensure that timely, accurate financial statements are presented to the Board and that the financial records of The Corporation are audited. In the absence of the Treasurer, the Assistant Treasurer shall perform all the duties of the Treasurer.

85 Chief Executive Officer. The chief executive officer shall be accountable to the Board and shall serve as the chief operating officer of The Corporation responsible for the management of the day-to-day operations of GVR. The chief executive officer shall work cooperatively with the Board to ensure that GVR's policies are carried out effectively without exceeding the limits of authority delegated by the Board and shall ensure that operations are in conformance with these Amended and Restated Bylaws and the CPM.

86 Signing of Checks. Any check in the amount of \$2,500.00 or more shall be signed by two (2) officers of The Corporation or by one (1) officer and the chief executive officer. Any check in an amount of less than \$2,500.00 shall be signed by the chief executive officer in conformance with procedures as shall be set forth in the Corporate Policy Manual.

ARTICLE 9 COMMITTEES

91 Standing Committees. The Board shall establish the following committees which shall make policy recommendations to the Board, and have such duties as set forth in the Corporate Policy Manual:

- a. Board Affairs;
- b. Fiscal Affairs;
- c. Nominations & Elections;
- d. Planning and Evaluation;
- e. Audit; and
- f. Investment.

92 Special Committees. The President may establish special or ad hoc committees to assume specific, short-term responsibilities. The duties and responsibilities of such committees shall be approved by the Board.

93 Composition of Committees.

a. Chairperson. The chairperson of each committee shall be a director selected by the President subject to Board approval; provided, however, that the chairperson of the Audit Committee shall not be an officer of The Corporation or a member of the Fiscal Affairs Committee.

b. Members. Committee members shall be selected by the chairperson of the committee from among GVR Members and operations staff. The President shall be an ex-officio member of all committees except the Nominations & Elections and Audit Committees.

94 Subcommittees. Except for the Nominations & Elections and Audit Committees, each committee shall have the power to establish subcommittees and may delegate to such subcommittees any of its duties and powers. Subcommittee members shall be selected by the chairperson of the committee overseeing such subcommittee from among GVR members.

95 Meetings. Meetings of committees and subcommittees shall be open to GVR Members at the discretion of each committee or subcommittee.

ARTICLE X

MISCELLANEOUS

10.1 Amendments.

a. Proposed by GVR Members. Amendments to these Amended and Restated Bylaws may be proposed by a petition containing the signatures of GVR Members representing at least ten percent (10%) of the total eligible votes in The Corporation submitted to the Secretary no less than sixty (60) days before the Annual or Special Meeting. Amendments proposed by GVR members shall be submitted to a vote of the GVR Membership within sixty (60) days of submission of such a petition.

b. Proposed by Board. The Board may propose amendments to these Amended and Restated Bylaws with the approval of two-thirds (2/3) of the directors in office.

c. Approval of Amendments. Any amendment to these Amended and Restated Bylaws shall be approved by GVR Members representing a majority of the total eligible votes in The Corporation or two-thirds (2/3) of those GVR Members voting on the matter, whichever is less.

10.2 GVR Clubs. Any group of GVR Members interested in pursuing a particular field of interest may join together for the purpose of pursuing such interest and may request that the Board grant them status as a GVR club. The Board shall establish policies and procedures for creating and revoking club status and the rules and regulations governing the operation of GVR clubs.

10.3 Fiscal Year. The fiscal year and GVR Membership year of The Corporation shall be January 1 through December 31.

10.4 Annual Audit. The financial records of The Corporation shall be audited following the close of each fiscal year by an independent auditing firm.

10.5 Records. The books, records and papers of The Corporation shall be available to GVR Members for inspection pursuant to the provisions of A.R.S. §§10-11602 and 10-11603.

10.6 Conflict. In the event of any conflict between these Amended and Restated Bylaws and GVR's Amended and Restated Articles of Incorporation, or between these Amended and Restated Bylaws and the Arizona Nonprofit Corporation Act (A.R.S. §10-3101, *et seq.*), the latter of the two shall control. In the event of any conflict between these Amended and Restated Bylaws and the Corporate Policy Manual, the former shall control.

10.7 Topical Headings. The topical headings of the paragraphs contained in these Amended and Restated Bylaws are for convenience only and do not define, limit or construe the content of the paragraphs or of this document.

| GREEN VALLEY RECREATION, INC. BYLAWS | | |
|---|--|------------------------------|
| EXISTING BYLAW | | RESTATED BYLAW |
| Article I, Section 1 | | Article 1, Definitions |
| Article I, Section 2 | | In Articles of Incorporation |
| Article I, Section 3 | | Article 6.1 and Article 8.4 |
| Article I, Section 4 | | Article 10.2 |
| Article I, Section 5A | | Article 2.1 |
| Article I, Section 5B | | Article 2.2 |
| Article I, Section 6A | | Article 2.3a |
| Article I, Section 6B | | Article 2.3b |
| Article I, Section 6C | | Article 2.3c |
| Article I, Section 6D | | Article 2.3d |
| Article I, Section 6E | | Article 2.3e |
| Article I, Section 6F | | Article 2.3 |
| Article I, Section 7 | | Article 10.3 |
| Article II, Section 1 | | Article 3.1a, 3.1b, and 3.1c |
| Article II, Section 2 | | Article 1.12 |
| Article II, Section 3(i) | | Article 1.1 |
| Article II, Section 3(ii) | | Article 1.2 |
| Article II, Section 3(iii) | | Article 1.13 |
| Article II, Section 3(iv) | | Article 1.4 |
| Article II, Section 3(v) | | Article 1.4 |
| Article II, Section 3(vi) | | Article 1.7 |
| Article II, Section 3(vii) | | Article 1.8 |
| Article II, Section 3(viii) | | Article 1.9 |
| Article II, Section 3 (ix) | | Article 1.10 |
| Article II, Section 4A1 | | Article 3.2 |
| Article II, Section 4A2 | | Article 3.4 |
| Article II Section 4A3 | | Article 3.4 |
| Article II, Section 4B | | Article 3.4 |
| Article II, Section 5 | | Article 3,.5 |
| Article II, Section 6.1 | | Article 5.5 |

GREEN VALLEY RECREATION, INC. BYLAWS

| EXISTING BYLAW | RESTATED BYLAW |
|-------------------------|------------------------------|
| Article II, Section 6.2 | Article 3 |
| Article II, Section 6.3 | Defined in AZ Statutes |
| Article II, Section 6.4 | Article 3.3 |
| Article II, Section 6.5 | Article 3.3 |
| Article II, Section 7A | Article 4.1 |
| Article II, Section 7B | Article 3.5 |
| Article III, Section 1 | Article 4.2 |
| Article III, Section 2 | Article 4.2 |
| Article III, Section 3 | Article 6.7A(2) |
| Article III, Section 4 | Article 4.2 |
| Article III, Section 5 | Article 4.3 |
| Article IV, Section 1 | Article 6.1 and Article 8.4 |
| Article IV, Section 2 | Article 7.1 |
| Article IV, Section 3 | Article 5.2 |
| Article IV, Section 4 | Article 7.4 |
| Article IV, Section 5 | Article 7.5 |
| Article IV, Section 6 | In Articles of Incorporation |
| Article IV, Section 7 | Article 6.5 |
| Article IV, Section 8 | Article 6.5 |
| Article V, Section 1 | Article 6.2 |
| Article V, Section 2A | Article 6.3A |
| Article V, Section 2B | Article 6.3B |
| Article V, Section 3 | Article 5.7 |
| Article VI, Section 1A | Article 5.2 |
| Article VI, Section 1B1 | Article 6.7B1 |
| Article VI, Section 1B2 | Article 6.7B2 |
| Article VI, Section 1B3 | Article 6.7B3 |
| Article VI, Section 1C | Article 6.6(1) |
| Article VI, Section 1D | Article 6.6(2) |
| Article VI, Section 1E | Article 6.6(3) |
| Article VI, Section 1F | Article 6.4 |

GREEN VALLEY RECREATION, INC. BYLAWS

| EXISTING BYLAW | RESTATED BYLAW |
|--------------------------|---|
| Article VI, Section 2 | Article 6.7A1 |
| Article VII, Section 1 | Article 8.1 and 6.1 |
| Article VII, Section 2 | Article 8.2 |
| Article VII, Section 3 | Article 8.2 |
| Article VII, Section 4A | Article 8.3A |
| Article VII, Section 4B | Article 8.3B |
| Article VII, Section 4C | Article 8.3C |
| Article VII, Section 4D | Article 8.3D |
| Article VII, Section 4E | Article 8.5 |
| Article VII, Section 5 | Article 8.4 |
| Article VIII, Section 1 | Article 9.1 |
| Article VIII, Section 2A | Article 9.2 |
| Article VIII, Section 2B | Out -- Existing bylaws do not describe duties of other committees |
| Article VIII, Section 3 | Article 9.3A and 9.3B |
| Article VIII, Section 4 | Article 9.4 |
| Article VIII, Section 5 | Article 9.5 |
| Article IX, Section 1 | Article 5.1 |
| Article IX, Section 2 | Article 5.2 |
| Article IX, Section 3 | Article 5.3 |
| Article IX, Section 4 | Article 5.7 |
| Article X | Article 10.1A, 10.1B, and 10.1C |
| Article XI, Section 1 | Article 5.7 |
| Article XI, Section 2 | Article 5.7 |
| Article XII, Section 1 | Article 10.5 |
| Article XII, Section 2 | Article 10.5 |
| Article XII, Section 3 | Article 10.6 |
| | |
| | |



Green Valley Recreation, Inc.
Board Affairs Committee

CPM Part 3

Prepared By: Nanci Moyo, Admin. Sup.

Meeting Date: October 11, 2022

Presented By: Donna Coon, Chair

| |
|---|
| <p>Originating Committee / Department: Board Affairs Committee</p> |
| <p>Action Requested: Review Part 3 and approve recommendation to the Board for next Regular Board Meeting.</p> |
| <p>Strategic Plan Goal: GOAL 5: Provide sound, effective governance and leadership for the corporation</p> |
| <p>Background Justification: Staff, Committee Continuity work group and BAC recommendations have been made and added to Part 3. The BAC needs to review and make any additional changes and/or recommended Part 3 moves to the Board for approval for the CPM.</p> |
| <p>Committee Options:</p> <ol style="list-style-type: none"> 1) Approve and Recommend approval by the Board of Directors. 2) Make new suggestions and return to staff for changes. 3) Review at the next BAC meeting for approval and recommend to the Board. |
| <p>Staff Recommendation: #1</p> |
| <p>Recommended Motion: Move to approve CPM Part 3 and recommend approval by the Board of Directors at the next Regular Scheduled Meeting.</p> |
| <p>Attachments:</p> <ol style="list-style-type: none"> 1) Part 3 Redline 2) Part 3 Clean |

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

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~~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. Within three (3) day of Annual Meeting, 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.

~~A.~~ D. Committee Terms are for three (3) years with a limit of six (6) consecutive 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 duties and 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 nine (9) members.

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

~~C.~~ 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.

~~D.~~ 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.

~~E.~~ I. Committees are not required to follow Robert’s Rules of Order.

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

~~G.~~ K. Committee members shall be GVR Members in good standing and must

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~~submit an application for a Committee appointment. , appointed by the Chairperson, and 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. 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 (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 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.~~

~~H-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.~~

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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.~~

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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.~~

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

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

~~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 proposed revisions to the Articles of Incorporation and Bylaws to legal counsel for opinion, including the effect on tax-exempt status. After consultation, the specific wording of the recommended modifications shall be forwarded to the Board for their review and~~

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appropriate action.

~~H.E.~~ 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.

~~H.F.~~ 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.

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SECTION ~~3~~ 4 – FISCAL AFFAIRS COMMITTEE

~~3.3.1~~ 3.3.1 Committee Members

~~3.4.1~~ 3.4.1 Membership Considerations

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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~~ 3.3.2

~~3.4.2~~ 3.4.2 Responsibilities

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- 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.

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

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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

3.7.1 Membership

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 about capital projects and/or experience in financial management.

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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 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.

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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 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)~~

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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 twenty (120) days prior to the Annual Meeting. (Possibly 90 days when approved by the Board – APPROVED BY THE BOARD ON 9/28/2022 MEETING).
3. Post the slate of candidates to the membership no less than ninety (90) days prior to the Annual Meeting and determine how candidates shall be presented to the membership.
4. Obtain names of candidates submitted by nomination petition to the Secretary, within the deadline of sixty (60) days prior to the Annual Meeting, ~~if any, and determine the qualifications and eligibility of same. (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.

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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.

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~~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. Within three (3) days of Annual Meeting, 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) consecutive 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 nine (9) members.
- G. 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.
- H. Responsibilities of Committee Chairpersons, along with Committee members and staff liaison, are to identify goals in conjunction with the Strategic Plan; provide Committee action plans to the Board for approval; provide, at least, quarterly updates to the Board; and at year-end identify accomplishments of the Committee and continuing tasks for the next year.
- I. 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.

- J. Committees are not required to follow Robert's Rules of Order.
- K. Meetings shall be set by the Chairperson and shall be conducted as needed, but not less than quarterly.
- 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 ninety (90) days prior to the Annual Meeting.
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.



Green Valley Recreation, Inc.
Board Affairs Committee

CPM Part 4

Prepared By: Nanci Moyo, Admin. Sup.

Meeting Date: October 11, 2022

Presented By: Donna Coon, Chair

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| Originating Committee / Department: Board Affairs Committee |
| Action Requested: Review Part 4 and approve recommendation to the Board for next Regular Board Meeting. |
| Strategic Plan Goal: GOAL 5: Provide sound, effective governance and leadership for the corporation |
| Background Justification: Staff recommendations have been made and added to Part 4. The BAC needs to review and make any additional changes and/or recommended Part 4 moves to the Board for approval for the CPM. |
| Committee Options: <ol style="list-style-type: none">1) Approve and Recommend approval by the Board of Directors.2) Make new suggestions and return to staff for changes.3) Review at the next BAC meeting for approval and recommend to the Board. |
| Staff Recommendation: #1 |
| Recommended Motion: Move to approve CPM Part 4 and recommend approval by the Board of Directors at the next Regular Scheduled Meeting. |
| Attachments: <ol style="list-style-type: none">1) Part 4 Redline |

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