



## MINUTES

### Board Affairs Committee

Tuesday, August 8, 2023, 1:30pm  
WC Room 2 / Zoom

**Committee:** Carol Crothers (Chair), Barbara Blake (arrived at 1:55pm), Bart Hillyer, Ed Knop, Pat Reynolds, Dick Sutherland, Gail Vanderhoof, Jodie Walker, Marge Garneau (ex-officio), Scott Somers (CEO), Nanci Moyo (Liaison/Administrative Supervisor)

**Board Attendees:** Kathi Bachelor

**Visitors:** 5 (including in person and online)

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

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

**2. Approve Meeting Minutes: July 11, 2023**

**MOTION: Knop moved / Walker seconded to approve July 11, 2023, Meeting Minutes as presented.**

**Passed: unanimous**

**3. Business**

a. Membership Change Fee

Chair Crothers referenced the additional information provided by CFO David Webster in the Meeting Book for this meeting.

**MOTION: Reynolds moved / Hillyer seconded to change the language of 1.1.6.B to state: "The Membership Change Fee shall be refunded to the GVR member owner of a sold primary residence who buys another primary residence within a 12-month period after presenting GVR with background material showing this was a change in primary residence."**

**Passed: 6 yes / 1 no (Sutherland)**

b. Bylaw:

1) Suggested Changes to Article VI, Section 2 – Authority and Indebtedness

**MOTION: Crothers moved / Reynolds seconded to accept the language voted on at the last BAC meeting, July 11.**

**Passed: unanimous**

*Current Bylaws states:* The Board of Directors is not authorized to enter into any contract that requires an annual payment that exceeds ten percent (10%) of the annual budget. Any contract requiring an annual payment that exceeds ten percent (10%) of the

annual budget shall only be valid if approved, in advance, by the affirmative vote of regular members representing a majority of the total votes cast, provided that the total number of votes cast equals at least twenty percent (20%) of the total votes in The Corporation.

*Proposed Bylaws Language:* The Board of Directors is not authorized to enter into any contract for new or initiative-type Capital projects that exceeds twelve percent (12%) of the latest audited approved annual revenue. Any contract for new or initiative-type Capital projects that exceeds twelve percent (12%) of the latest audited approved annual revenue, shall only be valid if approved, in advance, by the affirmative vote of regular members representing a majority of the total votes cast, provided that the total number of votes cast equals at least twenty percent (20%) of the total votes in The Corporation. Contracts for unique projects may not be broken up so as to avoid the requirements of this section.

- 2) Attorney's Recommended Changes to Article XII Miscellaneous, Availability of Records

**MOTION: Crothers moved / Vanderhoof seconded to accept the changes in language as outlined by the Attorney and recommend these changes be taken to the Board for approval and then to the Membership.**

**Passed: unanimous**

*Current Bylaws state:* The books, records and papers of The Corporation shall, for specific and proper purpose, at all reasonable times during business hours be subject to examination by any regular member of The Corporation upon written demand to The Corporation.

*Proposed Bylaws Language:* The books, records and papers of The Corporation shall, for specific and proper purpose and consistent with the applicable provisions of the Arizona Nonprofit Act, at all reasonable times during business hours be subject to examination by any GVR Member or any Assigned Member that has been given voting rights, upon written demand to The Corporation at least five (5) business days before the requested examination date.

- 3) Recommend Reducing Directors from 12 to Nine and Discuss Process to Reduce

**MOTION: Crothers moved / Blake seconded to change the number of Directors on the Board from 12 to nine in two places in the Bylaws: 1) Article IV: Board of Directors, Section 1 – Number of Directors, and 2) Article V: Election of Directors, Section 1 – Term of Office.**

**Passed: unanimous**

**MOTION: Crothers moved / Hillyer seconded that if the Bylaws changes from 12 to nine Directors the CPM would be changed to follow the procedure written to move from 12 to nine Directors. The procedure is: Starting in 2024 elect three new Directors each year. In 2024/25 there would be 11**

**directors, in 2025/26 there would be ten Directors and in 2026/27 there would be nine Directors. If any Directors resign during this time period the Director will not be replaced until the Board is down to nine Directors.**  
**Passed: unanimous**

*Current Bylaws state:* 1) Article IV Section 1: The affairs of GVR shall be governed by a Board of Directors consisting of twelve (12) voting members who shall be elected from the members of The Corporation residing within the jurisdiction of GVR.

And

2) Article V Section 1: The term of office of a Director elected by the membership shall be for three (3) years. Each year the term of office of four (4) Directors shall expire and four (4) Directors shall be elected for a term of three (3) years to succeed those Directors whose terms expire. No Director may serve more than two (2) consecutive terms including time served as an appointed Director. A former Director may be re-elected after one (1) or more years' absence from the Board.

*Proposed Bylaw Language:* 1) Article IV Section 1: The affairs of GVR shall be governed by a Board of Directors consisting of nine (9) voting members who shall be elected from the members of The Corporation who have voting rights as defined in Article II Section 6.

And

2) Article V Section 1: The term of office of a Director elected by the membership shall be for three (3) years. Each year the term of office of three (3) Directors shall expire and three (3) Directors shall be elected for a term of three (3) years to succeed those Directors whose terms expire. No Director may serve more than two (2) consecutive terms including time served as an appointed Director. A former Director may be re-elected after one (1) or more years' absence from the Board.

- 4) Discussion on Qualification of Directors per Article II, Section 6.D  
**MOTION: Crothers moved / Reynolds seconded to recommend Item F "A GVR Member in good standing has the right to serve on the Board of Directors provided no other member of their household (whether related by marriage, cohabitation, or otherwise) is on the board during the same time period." to be added at the end of Article II, Section 6.**  
**Passed: unanimous**

*Current Bylaws state: Section 6: Voting Rights*

*A. A GVR Member in good standing is entitled to one (1) vote for each GVR Property owned; provided, however, that there shall be only one (1) vote per GVR Property. If any GVR Member casts a vote representing a certain GVR Property, it will thereafter be conclusively presumed for all purposes that such individual was acting with the authority and consent of all other owners of the same GVR Property. In the event that more than one (1) vote is cast for a particular GVR Property, none of the votes shall be counted and all of the votes for*

*such GVR Property shall be deemed void.*

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

*C. All voting by GVR Members shall be by written ballot.*

*D. The right to vote and serve on the Board of Directors on behalf of a GVR Property may be assigned to one (1) or more Assigned Members occupying such GVR Property in writing and signed by all owners of such property. Additional rights may be determined by the Board of Directors.*

*E. A Tenant shall not have the right to vote or serve on the Board of Directors.*

*Proposed Bylaw Language: Section 6: Voting Rights*

A. A GVR Member in good standing is entitled to one (1) vote for each GVR Property owned; provided, however, that there shall be only one (1) vote per GVR Property. If any GVR Member casts a vote representing a certain GVR Property, it will thereafter be conclusively presumed for all purposes that such individual was acting with the authority and consent of all other owners of the same GVR Property. In the event that more than one (1) vote is cast for a particular GVR Property, none of the votes shall be counted and all of the votes for such GVR Property shall be deemed void.

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

C. All voting by GVR Members shall be by written ballot.

D. The right to vote and serve on the Board of Directors on behalf of a GVR Property may be assigned to one (1) or more Assigned Members occupying such GVR Property in writing and signed by all owners of such property. Additional rights may be determined by the Board of Directors.

E. A Tenant shall not have the right to vote or serve on the Board of Directors.

F. A GVR Member in good standing has the right to serve on the Board of Directors provided no other member of their household (whether related by marriage, cohabitation, or otherwise) is on the board during the same time period.

- 5) Recommend Language from the Attorney on Voting Rights for Article II, Section 6 and Article XI – Voting Rights

**MOTION: Hillyer moved / Sutherland seconded to recommend to adopt the language for Bylaws Article XI by combining Section 1 Voting at a Meeting and Section 2 “The election of Directors, the amendment of Bylaws and any matter that requires approval of the members, and any action, including proposed amendments to these Bylaws or the election of Directors, which can be taken by the members of GVR at an Annual or Special meeting of said members, shall be taken by written ballot communicated to and received from every GVR member entitled to vote by either mail, Email, or other written form of communication as the Board of Directors shall determine from time to time, including online electronic voting, with the same force and effect as though**

**acted up on at an Annual or Special meeting.” Adding to Article II, Section 6.C “All voting by GVR Members shall be by written ballot or electronic voting, consistent with Arizona Nonprofit Corporation Act. See Article XI. No proxies are permitted.”**

**Passed: unanimous**

*Current Bylaws state:* ARTICLE XI — MEMBERSHIP VOTING

Section 1: Voting at a Meeting

The election of Directors, the amendment of Bylaws and any matter that requires approval of the members shall be taken by written ballot.

Section 2: Alternative Voting Methods

Any action, including proposed amendments to these Bylaws or the election of Directors, which can be properly taken by the members of GVR at an Annual or Special meeting of said members, may be taken by written ballot communicated to every GVR member entitled to vote by either mail, facsimile, Email, or other written form of communication as the Board of Directors shall determine from time to time with the same force and effect as though acted upon at an Annual or Special Meeting.

*Proposed Bylaw Language:* ARTICLE XI – MEMBERSHIP VOTING

Section 1: The election of Directors, the amendment of Bylaws and any matter that requires approval of the members, and any action, including proposed amendments to these Bylaws or the election of Directors, which can be taken by the members of GVR at an Annual or Special meeting of said members, shall be taken by written ballot communicated to and received from every GVR member entitled to vote by either mail, Email, or other written form of communication as the Board of Directors shall determine from time to time, including online electronic voting, with the same force and effect as though acted up on at an Annual or Special meeting.

*Current Bylaw states:* Article II, Section 6: Voting Rights

C. All voting by GVR Members shall be by written ballot.

*Proposed Bylaw Language:* Article II, Section 6: Voting Rights

C. All voting by GVR Members shall be by written ballot or electronic voting, consistent with Arizona Nonprofit Corporation Act. See Article XI. No proxies are permitted.

6) Address Attorney Suggestions to Comply with Arizona Nonprofit Corporation Act

The recommendation for this item was to delay until it can be reviewed further.

7) Discuss Next Steps for the Bylaw Process

- Have the Fiscal Affairs Committee review the language for Article VI, Section 2.
- Have the Attorney review the possible changes to the Bylaws presented as the Top 5.

- Present to the Board at the September Regular Board Meeting if it has been reviewed by the Attorney.

**4. Member Comments:** Comments were taken during the meeting.

**5. Adjournment**

**MOTION: Hillyer moved / Sutherland Seconded to Adjourn the meeting at 2:50pm.**

**Passed: unanimous**

**Next Meeting:** Tuesday, September 12, 2023, West Center, Room 2/Zoom, 1:30 – 3:00pm