



MINUTES

Board Affairs Committee

Tuesday, September 12, 2023, 1:30pm
WC Room 2 / Zoom

Committee: Carol Crothers (Chair), Bart Hillyer, Ed Knop, Pat Reynolds, Dick Sutherland, Jodie Walker, Marge Garneau (ex-officio), Scott Somers (CEO), Nanci Moyo (Liaison/Administrative Supervisor)

Absent: Barbara Blake, Gail Vanderhoof

Board Attendees: Kathi Bachelor, Jim Carden, Steve Gilbert

Visitors: 0

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: August 8, 2023

MOTION: Sutherland moved / Walker seconded to approve August 8, 2023, Meeting Minutes as presented.

Passed: unanimous

3. Chair Comments: There were none.

4. Business

A. Review FAC Input on Limits of Authority Bylaw Change

Discussion held regarding the Limits of Authority Bylaw change and reviewing the Fiscal Affairs Committee's (FAC) motion.

The Auditor will add a line to the Audit called Net Revenue (excluding investments) to facilitate Members in locating the dollar amount for comprehending the Limits of Authority.

MOTION: Crothers moved / Reynolds seconded to recommend to the Board BAC Bylaw change #1 - Article VI Powers, Duties and Responsibilities of the Board of Directors, Section 2 Limits of Authority and Indebtedness to read: The Board of Directors is not authorized to enter into any contract for new or initiative-type Capital projects that requires an annual payment that exceeds ten twelve percent (~~10~~12%) of the annual budget latest audited approved annual net revenue (does not include investments). Any contract for new or initiative-type Capital projects requiring an annual payment that exceeds this figure ten twelve percent (~~10~~12%) of the annual budget latest audited

approved annual net 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 requirement of this section.**

Passed: unanimous

B. Report on Additional Bylaw Change Suggested by Attorney (Vanderhoof)

Discussion held regarding the Attorney's recommendations for complying with the Arizona Nonprofit Act Bylaw changes.

MOTION: Walker moved / Sutherland seconded to make Article IV, Section 3 Special Meetings sentence two to read: "Two (2) days' written notice of the purpose, date, time, and place shall be given to each Director of any special meeting." Corporate Policy Manual Part 2 Board of Directions, Section 3 Meetings: 2.3.1.D.3 sentence two to read: "Directors will be given two (2) days written (email) notification of the purpose, date, time, and place of any Special Meeting, followed by an agenda with the topic(s) once the meeting is set."

Passed: unanimous

Discussion was held on a change to Article II Section 6.A Voting Rights that was discussed at an earlier meeting and the change was not included in this Meeting Book. The last sentence of 6.A should read: "In the event that more than one (1) vote is cast for a particular GVR Property, ~~none of the votes~~ only the first vote cast shall be counted. ~~And all of the votes for such GVR Property shall be deemed void."~~

MOTION: Walker moved / Reynolds seconded to include the change to Article II Section 6.A Voting Rights to read: "In the event that more than one (1) vote is cast for a particular GVR Property, ~~none of the votes~~ only the first vote cast shall be counted. ~~and all of the votes for such GVR Property shall be deemed void."~~

Passed: unanimous

C. Review Attorney Approval of Recommended Bylaws Changes

Chair Crothers reviewed Attorney's recommendations to the Bylaws.

MOTION: Walkers moved / Reynolds seconded to capitalize "Annual" and "Special" in Article XI Section 1 Voting, last sentence sent without capitalizations of annual and special sent to the Attorney.

Passed: unanimous

D. Discuss Communications Plan for Recommended Bylaws Changes

Suggestions made on how to communicate and educate the Members on the proposed Bylaw changes: Develop a brochure; look at past communication for effectiveness; special Eblast; GVRNow; Information Session with members; Panel discussion; and have a clear message.

Consensus of the BAC Committee is to hold a Special Election for the proposed Bylaw changes for these reasons: If the number of Directors change passed from 12 to 9 Directors the candidate selection could begin at the next election in March 2024 for three elected Directors vs. four; complying with the Arizona Nonprofit Act; if the proposed Bylaws passed at the Special Election then the BAC could look at additional changes for the Regular Election; and "party" politics would be less likely to be involved during a Special Election.

There was concern of the cost of a Special Election.

The BAC will recommend to the Board of Directors to hold a Special Election on the proposed Bylaw changes.

- E. Review Staff Updated and Board Approved Membership Change Fee for Multiple Property Owners

BAC was provided the Board of Directors' approved changes to the CPM for the Membership Change Fee as informational material.

- F. Review Reason for Name Change from New Member Capital Fee (NMCP) to Property Acquisition Capital Fee (PACF) to Membership Change Fee (MCF). Review Updating CPM to Member Change Fee.

Consensus of the BAC was to allow staff to make the changes to Part 5 where it states Property Acquisition Capital Fee and change to Membership Change Fee.

- G. Review Staff Recommended Bylaw Changes in the Membership Section.

Discussion held on the Membership section in the Bylaws, Article II, Section 3. This Bylaw will be reviewed in further detail at upcoming BAC meetings.

5. Member Comments: 1 comment during meeting

6. Adjournment

MOTION: Sutherland moved / Walker seconded. Adjourn meeting at 2:54pm.

Passed: unanimous

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