



## MINUTES

### Board Affairs Committee

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

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

**Absent:** Barbara Blake

**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: November 14, 2023**

**MOTION: Walker moved / Vanderhoof seconded to approve November 14, 2023, Meeting Minutes as presented.**

**Passed: unanimous**

**3. Chair Comments:** Introduced topics for today.

**4. Business**

1. Bylaws Rationale and Review of Ballot

BAC held discussion on the Bylaws rationale with these decisions:

- Question 1 – clear and no changes
- Question 2 – strike Article V in the first parenthesis in Rationale.
- Question 3 – In rationale keep the second three and remove “Raise” to include “Set the limit to twelve (12) percent based on using last year’s revenue excluding investments.”
- Question 4 – add “that” after clarifies to read “Combines two sections and clarifies that electronic and written balloting is permitted by Arizona law.”
- Question 5 – clear and no changes.

BAC reviewed the Ballot and included these changes:

- Move the paragraph that states: “A GVR Member in good standing is entitled to cast one (1) ballot for each GVR Property owned...” to below “2024 BALLOT” on first page. Only include the first sentence with a period after owned and remove rest of paragraph.
- Number 2024 Proposed Bylaws Amendment as 3. like 1. Election of Directors, and 2. Approve GVR 2022 Annual Minutes.
- Use “For” and “Against” for voting on the Bylaws.
- Question 1 will remain as one vote, even though there are three changes.

- Have the rationale at the top of the Question and not the bottom.
  - Use the paragraph on Page 12 in the Meeting Book instead of on page 19. It states: The GVR Bylaws serve as the contractual agreement between GVR and its members. The Bylaws have served GVR well. Due to legal and circumstantial changes, the GVR Board and Administration are proposing and endorsing specific modifications to the Bylaws and seeking member approval. These modifications are designed to achieve three key objectives: 1) Ensure compliance with the current Arizona laws; 2) Optimize the efficiency of administrative staff operations; and 3) Improve the effectiveness of Board activities, ultimately enhancing GVR's overall functionality. Changing the Bylaws requires a 2/3 majority vote from the members.
  - Change on the Proposed Bylaws Question 1 F: remove "their" before household and make it "the."
2. CPM Part 1, Section 2 Use of GVR Facilities  
COO Natalie Whitman held a discussion with BAC on the eight changes from the last meeting. Highlights include:
- Three month groups in 1.2.6.A.1.f: Currently 97 groups reserve multiple times a week under three month groups. Change guidelines for the three month groups: Minimum of six participants; under six participants groups can use the drop in opportunity without a reservation; have static set up in rooms where participants set up their own tables and return room to static set up; limit to once a week reservations; and no coffee or water provided by GVR.
  - In 1.2.6.A.1 order of priority for groups: a. Essential corporate business; b. Recreation programs (e.g., special events, class and lessons, concerts, annual festivals and performances); c. Club one-time annual special events; d. Regularly scheduled club activities (weekly and monthly) per current operating guidelines; e. HOA and community events (e.g., HOA) and rentals; f. Private members functions and three month groups; and g. Non-member rentals.
  - Under 1.2.9.H the GVR Foundation event or activity needs to be removed.
  - This will come to the Board in a Work Session in February and then a Regular Meeting of the Board at the end of February.

**5. Member Comments:** 0 comments

**6. Adjournment**

**MOTION: Sutherland / Hillyer seconded to adjourn meeting at 3:21pm.  
Passed: unanimous**

**Next Meeting:** Tuesday, January 9, 2024, West Center, Room 2/Zoom, 1:30 – 3:30pm