



AGENDA

Board Affairs Committee

Tuesday, December 12, 2023

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

Agenda Topic

- 1. Call to Order / Roll Call – Establish Quorum**
- 2. Approve Meeting Minutes:** November 14, 2023
- 3. Chair Comments**
- 4. Business**
 - a. Bylaws Rationale and Review of Ballot
 - b. CPM Part 1, Section 2 Use of GVR Facilities (Whitman)
- 5. Member Comments**
- 6. Adjournment**

Next Meeting: Tuesday, January 9, 2023, West Center, Room 2/Zoom, 1:30-3:00pm



MINUTES

Board Affairs Committee

Tuesday, November 14, 2023, 1:30pm
WC Room 2 / Zoom

Committee: Carol Crothers (Chair), Bart Hillyer (left at 2:30pm), Ed Knop, Pat Reynolds, Dick Sutherland, Gail Vanderhoof, Jodie Walker, Marge Garneau (ex-officio), Nanci Moyo (Liaison/Administrative Supervisor)

Absent: Barbara Blake

Board Attendees: Kathi Bachelor, Jim Carden

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: October 3, 2023

MOTION: Sutherland moved / Hillyer seconded to approve October 3, 2023, Meeting Minutes as presented.

Passed: 4 yes / 2 abstain (Reynolds, Walker)

3. Business

a. Bylaw Change Recommendations

1) Review Bylaws Ballot Ideas

Discussion was held on combining Article IV Board of Directors, Section 1 Number of Directors and Article V Election of Directors, Section 1 Term of Office as a single question. If the Article IV passes to reduce the Board to nine Directors, then the Article V must pass for the number of Directors elected to be three versus four. An explanation needs to be included along with the question for clarity for the membership.

For clarity of the Bylaws on the Election Ballot remove bold from all areas except for the actual Bylaw change. Need to bold "M" in question 4 after "...and received from every GVR "M"ember..."

MOTION: Walker moved / Hillyer seconded to have the Election Ballot present the Bylaws in Article order, combine as a single vote Article IV and Article V, and add rationale for the reason for the Bylaw change.

Passed: unanimous

MOTION: Walker moved / Vanderhoof seconded to have the documentation ready and approved by the BAC at the December 12, BAC Meeting for recommendation of the Bylaws Ballot and rationale to the Board of Directors for approval at the January 24, Regular Meeting.

Passed: unanimous

2) Plan for Presentation of Rationale Behind the Changes

Ed Knop has been asked by Chair Crothers to provide wording for the rationale of the proposed Bylaws changes and to work with a small group to finalize before providing the BAC with a draft for approval.

b. Attorney Review of Bylaw Changes and Proposed Transition from 12 to 9 Directors

- Discussion was held about putting the transition from 12 to 9 Directors in the CPM, and not in the Bylaws, where it is harder to change.
- If this Bylaw passes, the BAC prefers the transition to start with three candidates being placed on the Board and to not back fill any resignation until the number of Directors is down to nine.
- The Attorney states if the Bylaw passes to move to nine Directors it can begin at the 2024 election with an explanation on the Ballot and an explanation provided to the candidates running of the possible reduction of Directors.

MOTION: Hillyer moved / Walker seconded the BAC recommends for the Board of Directors to approve the transition to nine Directors by seating the top three elected to the Board of Directors and not replacing any Directors who resign, after the elections, until the Directors are to the nine approved by the Members in the Bylaw change, and to approve beginning the transition as of 2024 election as proposed by the Attorney. If the Bylaw does not pass it will stay the same as stated in the current Bylaws.

Passed: unanimous

Forum discussion: Consensus by the BAC is to hold the Candidate Forums along with the Bylaw Forums. The forums are scheduled for February 14 and 21.

c. CPM Part 1, Section 2, Use of GVR Facilities

Natalie Whitman, COO, reviewed changes to CPM Part 1, Section 2, Use of GVR Facilities. BAC held discussions on many of these changes and suggested changes will be updated and discussed further in the next meeting. Highlights include:

- Room reservations cost GVR money for set up/take down, staff time, requests from those who reserve.
- There is a bigger demand for classes and not enough space to hold the classes.
- In CPM Part 1, 1.2.6.A.1.a-g Use of GVR Facilities hierarchy of room reservations changes: a. Essential Corporate Business; b. Recreation

Program (ie: special events, classes, concerts, programs, annual festivals and performances); c. Club one-time annual special events or parties (festivals); d. Regularly Scheduled Club Activities (weekly and monthly); e. Community Events (HOA and rentals); and f. Private Member Functions and Three-Month Groups.

- There are the three-month users who are often few people reserving rooms and the set up/tear down takes time for these small groups. A suggestion is to have these groups do their own set up/tear down.
- Suggested for HOAs to meet after 2pm for meetings.
- Suggestion for 1.2.6.C to take out the wording "under the name of" and using "by".
- Consensus on limiting clubs to two "routine activities" reservations per week and limiting the total hours per week to eight hours.
- Consensus to limit the three-month groups to two reservations per week or a total of eight hours.
- 1.2.6.D, limit reservations to a room within a facility but not the whole facility for an event.
- 1.2.6.E Added to give staff authority to designate rooms for specific activities due to flooring or other issues staff is aware of.
- 1.2.6.F Added to limit major center reservations to CEO or designee authorization.
- 1.2.6.G Changed wording to conform to ADA policy.
- 1.2.6.H has been a long term operating practice but not written in the CPM.
- 1.2.6.K removed the word "temporarily" and added "current Administrative guidelines" after GVR administration.
- 1.2.6.M.2 remove sentence beginning with "However, written permission..."
- 1.2.8.A remove the first two sentences.
- 1.2.8.B Add 1. Kitchens are available for use by reservation only. Kitchens and grills are subject to non-refundable cleaning fees as outlined in the reservation agreement. Add 2. GVR kitchens are classified as catering kitchens. Food preparation and cooking is not allowed. Kitchen facilities may be used for warming pre-cooked food or for chilling cold entrees.
- 1.2.8.C.1 Remove first sentence and add "Users engaging caterers must submit a copy of the caterer's health department issued license at the time the reservation agreement is made."
- 1.2.8.D.1 change to "GVR may provide clubs small storage space at no cost, if space is available." 2. Change to "Clubs may provide locks, but must provide a copy to GVR staff."
- 1.2.8.E Remove and change F to E and remove 1. And 2. The lightning guidelines will remove "and showers" in 3. and 3.a. 3.b. will add after lightning "occurring within five miles of an aquatic facility," and "decks will close", and remove "and shower activities will be suspended."
- 1.2.9.B Change to "Rental fees for groups composed solely of GVR members engaging in low impact recreation activities shall be waived." Remove everything after "however...."
- 1.2.9.C Add "Members and groups composed solely of GVR members are granted two no-fee socials (potlucks, parties, dances) per calendar year. Subsequent socials will be subject to current rental

fees. In all cases, kitchen or grill cleaning fees may be charged. Reservation for socials are limited to 4.5 hours.” and C.1. “GVR Clubs that exist for the primary purpose of social gatherings are exempt from this annual limit.” and add D. “Club and HOA meetings are limited to non-peak hours; after 2pm on weekdays and during all operating hours on weekends.”

- 1.2.9.H Remove

d. Board Roles and Responsibilities: CPM Section 1 – Governance, 2.1.1 and Appendix 1 – Board Policies, Section 1
This was not discussed due to time constraints.

4. Member Comments: Comments were made during the meeting.

5. Adjournment

MOTION: Walker moved / Sutherland seconded to Adjourn the meeting at 3:43pm.

Passed: unanimous

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

DRAFT



Green Valley Recreation, Inc.
Board Affairs Committee
Bylaws Rationale Review and
Ballot Review

Prepared By: Nanci Moyo, Admin. Sup.

Meeting Date: December 12, 2023

Presented By: Carol Crothers, Chair

<p>Originating Committee / Department: Board Affairs Committee</p>
<p>Action Requested: Review proposed rationale for the Bylaws. Review different layouts for the Ballot.</p>
<p>Strategic Plan Goal: GOAL 5: Provide sound, effective governance and leadership for the corporation</p>
<p>Background Justification: Proposed rationale for the Bylaws were compiled by a small group from the BAC. Feedback from the BAC for the rationale is requested to provide a recommendation to the Board for approval.</p> <p>The Ballot review is to get feedback from the BAC on the best layout for a ballot on the Bylaws. The attachment provided will be a couple different looks for the BAC to decide what might work best for the voting members. No vote is needed on the Ballot review.</p>
<p>Committee Options:</p> <ol style="list-style-type: none"> 1) Review and approve the rationales for the Bylaws to recommend to the Board for approval. 2) Rewrite any rationale to be clearer and approve to recommend to the Board for approval.
<p>Recommended Motion: Move to approve the rationale for the Bylaws to recommend to the Board for approval.</p>
<p>Attachments:</p> <ol style="list-style-type: none"> 1) Proposed Bylaws Rationale 2) 2024 Draft Ballot with All Voting on Ballot 3) 2024 Draft Ballot with Voting on Bylaws

2024 Proposed Bylaws Amendments

(based on March 25, 2020 Bylaws)

Please note: Changes to the current Bylaws are reflected in the Proposed Bylaws Amendments in bold print, underlined, and *italicized*.

QUESTION #1

ARTICLE II - MEMBERSHIP PROPERTY AND MEMBERS

Section 6: Voting Rights, A., C., and add F.

CURRENTLY READS:

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.

PROPOSED:

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, **only the first vote cast**, shall be counted.

And

CURRENTLY READS:

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

PROPOSED:

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.**

And

PROPOSED: ADD F

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.

Rationale: (A) allow and retain one (only 1) vote per household, (C) include online voting, and (F) limits Board service to one member per GVR household, consistent with voting rights.

QUESTION #2

ARTICLE IV - BOARD OF DIRECTORS

Section 1: Number of Directors

CURRENTLY READS:

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.

PROPOSED:

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

ARTICLE V - ELECTION OF DIRECTORS

Section 1: Term of Office

CURRENTLY READS:

A. 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:

A. 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.

Rationale: (Article IV and V) To be consistent with "best practice" recommendations of most professional researchers/consultants of nonprofit Boards, and to minimize the "tied vote". (Article V) The proposed implementation procedure would gradually move GVR from twelve to nine Directors over no more than three years starting in 2024.

QUESTION #3

ARTICLE VI - POWERS, DUTIES, AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS Section 2: Limits of Authority and Indebtedness

CURRENTLY READS:

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:

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 net revenue (does not include investments)***. Any contract ***for new or initiative-type Capital projects*** that exceeds ***this figure***, 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.***

Rationale: (Article VI) Clarify intent of current wording by being specific in accounting terms and project types without changing the spirit of reasonable limits to fiscal authority: 1) Focus on new capital projects; 2) Provide a well-defined baseline (last audited revenue); and 3) Raise limit to twelve percent on a fixed amount from the previous year and does not include investments. Or 3) Raise limit to twelve (12) percent based on using last year's revenue without including investments.

QUESTION #4

ARTICLE XI - MEMBERSHIP VOTING

Section 1: Voting at a Meeting

Section 2: Alternative Voting Methods (Section 1 and 2 Combined in Proposed)

CURRENTLY READS:

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:

Section 1: Voting

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 upon at an Annual or Special Meeting.

Rationale: (Article XI) Combines two sections and clarifies electronic and written balloting is permitted by AZ law.
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QUESTION #5

ARTICLE XII - MISCELLANEOUS
Section 2: Availability of Records

CURRENTLY READS:

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:

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.**

Rationale: (Article XII) To clarify and conform to AZ law, the granting of access to GVR records by qualified GVR members and provide reasonable notice to the administrative staff.



2024 BALLOT

Click [HERE](#) for 2023 Election Documents and Information

1. Election of Directors

Please choose no more than four (4) candidates by checking the corresponding box:

- | | |
|---------------------------------------|--|
| <input type="checkbox"/> Mickey Mouse | <input type="checkbox"/> Snow White |
| <input type="checkbox"/> Donald Duck | <input type="checkbox"/> Minnie Mouse |
| <input type="checkbox"/> Goofy | <input type="checkbox"/> Jack |
| <input type="checkbox"/> Pluto | <input type="checkbox"/> Uncle Scrooge |
| <input type="checkbox"/> Daisy Duck | |

If the Bylaw Amendment to change the number of directors from 12 to 9 passes, only the top three vote receivers will be seated.

2. Approve GVR 2022 Annual Meeting Minutes

- Yes No

Approval of meeting minutes requires the affirmative vote of a majority of members voting on the matter.

2024 Proposed Bylaws Amendments

(based on March 25, 2020 Bylaws)

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.

BYLAWS	APPROVE	DISAPPROVE
Question 1: Voting Rights (Click Here)	<input type="checkbox"/>	<input type="checkbox"/>
Question 2: Number of Directors (Click Here)	<input type="checkbox"/>	<input type="checkbox"/>
Question 3: Limits of Board Authority (Click Here)	<input type="checkbox"/>	<input type="checkbox"/>
Question 4: Voting Methods (Click Here)	<input type="checkbox"/>	<input type="checkbox"/>
Question 5: Availability of Records (Click Here)	<input type="checkbox"/>	<input type="checkbox"/>

A GVR Member in good standing is entitled to cast one (1) ballot for each GVR Property owned; provided, however, that only one (1) ballot may be cast per GVR Property. If any GVR Member casts a ballot representing a certain GVR Property, it will be conclusively presumed that such individual was acting with the authority and consent of all other owners of the same GVR Property.

2024 Proposed Bylaws Amendments

(based on March 25, 2020 Bylaws)

EXPLANATIONS

Please note: Changes to the current Bylaws are reflected in the Proposed Bylaws Amendments in bold print, underlined, and *italicized*.

QUESTION #1 VOTING RIGHTS

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PROPOSED:

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, **only the first vote cast**, shall be counted.

And

CURRENTLY READS:

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

PROPOSED:

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.**

And

PROPOSED: ADD F

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.

Rationale: (A) allow and retain one (only 1) vote per household, (C) include online voting, and (F) limits Board service to one member per GVR household, consistent with voting rights.

QUESTION #2 NUMBER OF DIRECTORS

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AND

ARTICLE V - ELECTION OF DIRECTORS

Section 1: Term of Office

CURRENTLY READS:

A. 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:

A. 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.

Rationale: (Article IV and V) To be consistent with "best practice" recommendations of most professional researchers/consultants of nonprofit Boards, and to minimize the "tied vote". (Article V) The proposed implementation procedure would gradually move GVR from twelve to nine Directors over no more than three years starting in 2024.

QUESTION #3 LIMITS OF BOARD AUTHORITY

ARTICLE VI - POWERS, DUTIES, AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS Section 2: Limits of Authority and Indebtedness

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PROPOSED:

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Rationale: (Article VI) Clarify intent of current wording by being specific in accounting terms and project types without changing the spirit of reasonable limits to fiscal authority: 1) Focus on new capital projects; 2) Provide a well-defined baseline (last audited revenue); and 3) Raise limit to twelve percent based on using last year's revenue without including investments.

QUESTION #4 VOTING METHODS

ARTICLE XI - MEMBERSHIP VOTING

Section 1: Voting at a Meeting

Section 2: Alternative Voting Methods (Section 1 and 2 Combined in Proposed)

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Section 1: Voting at a Meeting

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Section 2: Alternative Voting Methods

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PROPOSED:

Section 1: Voting

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Rationale: (Article XI) Combines two sections and clarifies electronic and written balloting is permitted by AZ law.
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QUESTION #5 AVAILABILITY OF RECORDS

ARTICLE XII - MISCELLANEOUS
Section 2: Availability of Records

CURRENTLY READS:

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:

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Rationale: (Article XII) To clarify and conform to AZ law, the granting of access to GVR records by qualified GVR members and provide reasonable notice to the administrative staff.



2024 BALLOT

Click [HERE](#) for 2023 Election Documents and Information

1. Election of Directors

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- | | |
|---------------------------------------|--|
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| <input type="checkbox"/> Donald Duck | <input type="checkbox"/> Minnie Mouse |
| <input type="checkbox"/> Goofy | <input type="checkbox"/> Jack |
| <input type="checkbox"/> Pluto | <input type="checkbox"/> Uncle Scrooge |
| <input type="checkbox"/> Daisy Duck | |

If the Bylaw Amendment to change the number of directors from 12 to 9 passes, only the top three vote receivers will be seated.

2. Approve GVR 2022 Annual Meeting Minutes

- Yes No

Approval of meeting minutes requires the affirmative vote of a majority of members voting on the matter.

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2024 Proposed Bylaws Amendments

(based on March 25, 2020 Bylaws)

The GVR Bylaws are the contract between GVR and its members, and they 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 ask for member approval. These modifications aim to achieve three primary objectives: 1) Ensure compliance with the current Arizona codes; 2) Streamline administrative staff operations; and 3) Enhance the efficiency of Board activities, for overall functionality of GVR. Changing the Bylaws require a 2/3 majority vote of the members. **COMPARE THIS PARAGRAPH TO OTHER PARAGRAPH**

Please note: Changes to the current Bylaws are reflected in the Proposed Bylaws Amendments in bold print, underlined, and *italicized*.

QUESTION #1 VOTING RIGHTS **YES** **NO**

Rationale: (A) allow and retain one (only 1) vote per household, (C) include online voting, and (F) limits Board service to one member per GVR household, consistent with voting rights.

ARTICLE II - MEMBERSHIP PROPERTY AND MEMBERS
Section 6: Voting Rights, A., C., and add F.

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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.

PROPOSED:

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, **only the first vote cast**, shall be counted.

And

CURRENTLY READS:

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

PROPOSED:

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.**

And

PROPOSED: ADD F

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.

QUESTION #2 NUMBER OF DIRECTORS

YES

NO

Rationale: (Article IV and V) To be consistent with "best practice" recommendations of most professional researchers/consultants of nonprofit Boards, and to minimize the "tied vote". (Article V) The proposed implementation procedure would gradually move GVR from twelve to nine Directors over no more than three years starting in 2024.

ARTICLE IV - BOARD OF DIRECTORS

Section 1: Number of Directors

CURRENTLY READS:

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.

PROPOSED:

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

ARTICLE V - ELECTION OF DIRECTORS

Section 1: Term of Office

CURRENTLY READS:

A. 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:

A. 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.

QUESTION #3 LIMITS OF BOARD AUTHORITY YES NO

Rationale: (Article VI) Clarify intent of current wording by being specific in accounting terms and project types without changing the spirit of reasonable limits to fiscal authority: 1) Focus on new capital projects; 2) Provide a well-defined baseline (last audited revenue); and 3) Raise limit to twelve percent based on using last year's revenue without including investments.

ARTICLE VI - POWERS, DUTIES, AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS
Section 2: Limits of Authority and Indebtedness

CURRENTLY READS:

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:

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 net revenue (does not include investments)**. Any contract **for new or initiative-type Capital projects** that exceeds **this figure**, 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.**

QUESTION #4 VOTING METHODS

YES

NO

Rationale: (Article XI) Combines two sections and clarifies electronic and written balloting is permitted by AZ law.

ARTICLE XI - MEMBERSHIP VOTING

Section 1: Voting at a Meeting

Section 2: Alternative Voting Methods (Section 1 and 2 Combined in Proposed)

CURRENTLY READS:

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:

Section 1: Voting

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 upon at an Annual or Special Meeting.

QUESTION #5 AVAILABILITY OF RECORDS

YES

NO

Rationale: (Article XII) To clarify and conform to AZ law, the granting of access to GVR records by qualified GVR members and provide reasonable notice to the administrative staff.

ARTICLE XII - MISCELLANEOUS
Section 2: Availability of Records

CURRENTLY READS:

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:

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.**



Green Valley Recreation, Inc.
Board Affairs Committee

Facility Use and Reservation/Rental Policies

Prepared By: Natalie Whitman, COO

Meeting Date: December 12, 2023

Presented By: Natalie Whitman, COO

<p>Originating Committee / Department: Operations</p>
<p>Action Requested: Review attached CPM amendments and comments for further refinement and consideration. The attached amendments and comments reflect the outcomes of BAC's first discussion on this topic, November 14, 2023.</p>
<p>Strategic Plan Goals: Goal 2: Provide quality services and programs that effectively meet the recreational, social, and leisure education needs of our membership. Goal 5: Provide sound, effective governance and leadership for the corporation.</p>
<p>Background Justification: See attached staff report from November 14, 2023, BAC meeting</p>
<p>Attachments:</p> <ol style="list-style-type: none"> 1) Staff report from November 14, 2023, BAC meeting 2) CPM Part 1, Section 2 Redlined



Green Valley Recreation, Inc.
Board Affairs Committee

Facility Use and Reservation/Rental Policies

Prepared By: Natalie Whitman, COO

Meeting Date: November 14, 2023

Presented By: President and Natalie Whitman, COO

Originating Committee / Department:

Operations

Action Requested:

- Review attached CPM amendments and comments submitted by staff to address facility use under Part 1 Membership and Facilities, Section 2, 1.26. through 1.2.9
- Develop recommendations specifically for items 1.2.6.A
- Develop recommendations specifically for items 1.2.6.H regarding member use of facilities for commercial purposes
- Develop recommendations specifically for item 1.2.9.G

Strategic Plan Goals:

Goal 2: Provide quality services and programs that effectively meet the recreational, social, and leisure education needs of our membership.

Goal 5: Provide sound, effective governance and leadership for the corporation.

Background Justification:

1. GVR's current reservation policies and practices do not adequately prioritize GVR's recreation programs.
2. Members have expressed that some common (non-dedicated) spaces are difficult for them to access due the practices of user groups.
3. Key policies are missing, especially those related to reserving common amenities (eg. reserving a pool for a birthday party) and commercial rentals.
4. A few existing policies are needlessly restrictive or subordinating of members

Notes related to comments or changes to the attached redlined CPM:

1.2.6A: Two to four staff members are involved in each reservation. Administrative processes involve calls, emails, document retention, and data entry. Field services staff take calls and have in-person appointments to discuss set up. Very often, a third staffer is involved in setting up the room and a fourth in tearing down the room and tidying it for the next user. Reserved activities and events are costly. Now that members are free to drop in and rearrange spaces to suit their needs, it would be much more efficient for GVR to eliminate reservations for very small groups. The new website launching in January will include calendars of reserved activities at each center, so members will be able to scroll through the centers and rooms to find a space that suits their small group needs.

1.2.6.A.1.b GVR's club application states that clubs are entitled to two reservations per week. The CPM allows clubs to reserve for "additional ongoing activity" that is not otherwise defined. For several years, clubs have been permitted to make additional reservations "after"

all the other entities listed got their reservations in. But there is no deadline for reservations so there effectively is no end to reservations coming in. When a club reserves a meeting room or auditorium for several hours, several times per week, neither GVR nor other members are able to access the space.

1.2.6.J This relatively new addition to the CPM needs clarifying language.

1.2.9.B, C, and D Some user groups take full advantage of GVR's unusual "free reservations" policy and schedule many socials or meetings per year. For example, see the attached summary of HOA use of facilities during the 22/23 season. Prime time use of recreation facilities for business meetings interferes with GVR's ability to add classes when planned classes fill up, to move classes and activities when an unexpected maintenance issue occurs, or to introduce new program offerings.

1.2.9.H GVR has been renting facilities to commercial entities for years with no policy to guide staff. These entities are often looking for an opportunity to market goods and services to the membership. Without guidelines regarding the nature of the entity or activity, staff are left making judgement calls rooted in their personal values and perceptions of a business's legitimacy.

Attachments:

- 1) HOA use of facilities during the 22/23 high season
- 2) Redline of CPM

equipment. Members are responsible for damages caused by their guests.

~~J.~~ ~~Special GVR shop/facility rules and regulations must be complied with by individual members, visitors, guests, and groups.~~

Commented [NW14]: Address in item C above

~~K.I.~~ Non-member ~~"p~~Personal ~~a~~Assistants" may accompany a member to a GVR facility in order to help them with walking, showering, dressing or undressing, or with other non-therapeutic tasks as necessary. Personal assistants ~~and~~ may not use GVR facilities for their own personal use.

~~L.J.~~ GVR reserves the right to deny the use of its facilities by members or non-members for any of the following reasons ~~as determined in~~ at the sole discretion of the CEO:

1. There is a reasonable concern that the individual or group may advocate or promote an activity that is prohibited by local, state, or federal law.
2. There is a reasonable concern that the individual or group may advocate discrimination based on sex, age, race, ethnicity, nationality, disability, sexual orientation, gender identity, or religion.
3. There is a reasonable concern that use of facilities by an individual or group could lead to a civil disruption.
4. There is a reasonable concern that the individual or group promotes a position that may be averse to GVR.
5. There is a reasonable concern about other legal or safety issues.

1.2.6 Use of GVR Facilities

A. Reservations are available for parties of six or more GVR members and their authorized guests. Reservations are required if staff assistance or the use of equipment is expected. Operational policies related to reservations are set by the the GVR administration and posted on the GVR website.

1. Reservations will be assigned in the following order:
 - ~~a.~~ a. Board of Directors Essential corporate business
 - ~~b.~~ Recreation Staff programs (e.g., special events, classes and lessons, concerts, ~~programs~~, annual festivals and performances)
 - ~~b.c.~~ Club one-time annual special events
 - ~~d.~~ Regularly scheduled club events activities (weekly and monthly) per current operating guidelines
 - ~~e.~~ Board of Directors
 - ~~e.~~ HOA and cCommunity events (e.g., HOA) and rentals
 - ~~f.~~ Club one time special events or parties
 - ~~f.g.~~ Private member functions and three month groups
 - ~~g.~~ Non-member rentals
 - ~~g.~~ Club additional ongoing activity requests Non-member rentals
2. Memorials and celebration of life services for GVR members or members of their immediate family are not

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- subject to rental fees.
3. All reservations must be made by a staff member or a member in good standing who shall be the primary contact for staff.
 4. Sports facilities (e.g. court arrays and pools) may only be reserved by GVR Clubs formed with the express purpose of pursuing activities associated with the facility they wish to reserve. Water Aerobics groups formed prior to 2023 may be granted an exception to this policy.
 5. Some rooms and facilities are limited to certain uses. Carpeted meeting rooms, for example, may not be available for exercise groups to limit wear and tear, and odor affecting subsequent users. Some spaces must be reserved or rented together (e.g. Room 1 in West Center must be included in a reservation or rental that includes the auditorium and kitchen).
- B. Only working ADA Service Animals are not permitted in or on GVR property, with the exception of service animals, unless otherwise authorized by the GVR Chief Executive Officer (CEO) or their designee, to accommodate community events or other special circumstances.
- B-C. Audible media is not permitted in communal areas (i.e. pool decks, picnic areas, lobbies, sports courts, and fitness centers) except for GVR sponsored special events, special club events by reservation, and GVR dances. Members must use personal listening devices such as headphones or earbuds, or confine audio media to recreation rooms at decibel levels that do not disturb facility users outside the room.
- C-D. No firearms are allowed on any GVR property or in any GVR facilities except those carried by law enforcement or licensed security personnel operating with the authorization of GVR administration.
- D. ~~It is the policy of GVR to provide and maintain a drug free environment for its members and employees. As such, GVR prohibits the use of illegal drugs on GVR premises.~~
- E. Pursuant to the Smoke-Free Arizona Act (A.R.S. §36-601.01), GVR prohibits smoking in all indoor facilities and outside areas within 20 feet of all entrances and windows. ~~Smoking is prohibited in pool areas and in all GVR vehicles. Smoking and vaping are will be allowed~~ permitted in designated outdoor areas only.
- F. ~~GVR prohibits vaping in all non-smoking areas, including in all indoor facilities and areas within 20 feet of all entrances and windows. Vaping is prohibited in pool areas and in all GVR vehicles. Vaping will be allowed in designated outdoor areas and wherever smoking is allowed.~~
- G. F. GVR facilities will not be used by any member for commercial purposes with the following exceptions:
 1. With the prior written approval of GVR administration, a GVR Member may temporarily display items for sale at a particular facility if they are intended to assist or benefit those using that facility to participate in the

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associated/related activity; and

2. Personal sales resulting from hobby pursuits as part of an approved exhibit and per current administrative guidelines.

H. G. It is the responsibility of each individual seller to obtain an Arizona Transaction Privilege Tax License.

I. H. Liquor Policy

1. The sale of intoxicating beverages is not permitted on GVR premises without a special sales permit or liquor license and appropriate liquor liability policy. Prior to applying for a liquor license, permission must be received from the GVR CEO or CEO's designee.
2. Members are permitted to bring their own beverages (BYOB) to an activity, if allowed by the host. ~~However, written permission must be obtained from GVR at the time the reservation agreement is signed or prior to the event or activity.~~ No alcohol may be stored in a GVR facility.

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1.2.7 Political Activities

- A. GVR Members may circulate petitions and/or solicit support or opposition of GVR candidates or ballot issues in GVR facility lobby areas, common areas, and parking lots as long as such activities do not interfere with GVR operations or facility reservations or violate fire code regulations as determined by GVR staff.
- B. Surveys, opinion polls, and questionnaires related to GVR affairs, and distributed on GVR property, may be circulated by members only after being reviewed by GVR administration for accuracy and suitability.
- C. GVR ~~facility areas~~ facilities may be rented for political party meetings, campaign events, polling places, and informational presentations such as candidate forums or town hall meetings, whether related to GVR elections or outside political causes, subject to space availability.
- D. Advertising or promotional signage for non-GVR elected positions (e.g., public sector election campaigns), including solicitation of support/opposition regarding candidates or ballot issues is NOT permitted on GVR property except as follows:
 1. Within rented meeting space during the rental period; or
 2. In public areas and parking lots of a GVR facility being used as a polling place on election day or as an early voting site during the period of early voting.

1.2.8 Special Uses

- A. Use of Hobby Shops and Studios
 1. ~~These facilities are monitored by volunteers. When asked, members and guests must show their GVR membership or guest cards to use the facilities.~~ Clubs have the right to restrict use of club facilities to club members only.
- B. Use of Kitchens
 1. ~~Kitchens and grills in meeting rooms are available for use by reservation only. Kitchens and grills are subject~~

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~~to non-refundable cleaning fees as outlined in the reservation agreement. GVR kitchens are classified as catering kitchens. Food preparation and cooking is not allowed. Kitchen facilities may be used for warming pre-cooked food or for chilling cold entrées.~~

~~C.~~ Use of Caterers

- ~~1. Users engaging caterers must submit a copy of the caterer's health-department issued license at the time the reservation is made. Caterers must be registered and approved by GVR in order to work in GVR facilities. Contact the central reservation office located at the Administrative Offices for a current list of approved caterers.~~

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~~D.~~ D. Use of Storage

1. GVR may provide clubs with small storage space, ~~at no cost, to clubs~~ if space is available.
2. Clubs may ~~install~~ provide locks, but must provide a copy of the key to staff.
3. GVR is not liable for any property lost, damaged, or stolen while in storage.

~~E.~~ Use of Equipment

- ~~1. GVR may provide and maintain furniture and equipment in the facilities for the recreational use of its members.~~

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~~F.~~ E. GVR Pool Management Policies

- ~~1. GVR offers heated swimming pools and spas for member use.~~
- ~~2. Hours of operation are established and posted by GVR administration.~~
- ~~3-1.~~ GVR pools shall operate in compliance with Pima County Code Title 8, Chapter 8.322, "Swimming Pool and Spas," and any other applicable Pima County regulations.
- ~~4-2.~~ GVR staff has authority to close a swimming pool or spa if they determine that its operation and use presents danger to individuals.
- ~~5-3.~~ GVR follows the guidelines provided by the National Lightning Safety Institute (NLSI) to determine when to close indoor and outdoor swimming pools, and spas ~~and showers~~ due to lightning as a safety precaution. ~~As of August 2014, Per NLSI guidelines state:~~
 - a. Both outdoor and indoor pools ~~and showers~~ will be evacuated before or when lightning is within five miles.
 - b. At the first signs of thunder or lightning, occurring within five miles of a GVR aquatic facility, all activity at pools, spas and pool-decks and shower activities will be suspended until 30 minutes after the last observed thunder or lightning.

Commented [NW30]: Staff never close showers.

Commented [NW31]: Only deck showers are closed

Commented [NW32]: Staff closes pools when lightning strikes within 5 miles of a pool.

1.2.9 Rentals and Fees

- A. The CEO will implement a board-approved fee schedule for rental of GVR facilities. The CEO is authorized to waive facility rental fees in special circumstances, ~~as deemed appropriate.~~
- B. Rental fees for groups composed solely of GVR ~~m~~Members ~~engaging in low-impact recreation activities~~ shall be waived.
- C. ~~Members and groups composed solely of GVR members are granted two no-fee socials (potlucks, parties, dances) per calendar year. Subsequent socials will be subject to current rental fees. Reservations for socials are limited to 4.5 hours.~~
 - 1) ~~Memorial services and celebrations of life for GVR members or members of their immediate family do not count toward this annual limit.~~
 - 2) ~~GVR clubs are exempt from this annual limit.~~
- D. ~~In all cases, kitchen and grill cleaning fees will be charged unless the kitchen or grill is in a club space and is maintained by the club.~~
- E. ~~Club and HOA meetings are limited to non-peak hours: after 2pm on weekdays and during all operating hours on the weekend.~~
- ~~B-F.~~ ~~however,~~ All individuals and groups (whether member or non-member) may be charged fees for special computer and technology setups; internet connections; LED projection; special sound system or lighting requirements, overtime cleanup charges, or labor charges for special setup needs which require additional personnel.
- ~~E-G.~~ GVR is interested in supporting community service events, and may rent its facilities ~~on a fee basis~~ for such events whenever it is practical to do so. A community service event is normally sponsored by a non-profit organization or local government agency.
- ~~D-H.~~ The CEO may authorize use of GVR facilities on a complimentary or fee basis for any GVR-sponsored, GVR co-sponsored, or GVR Foundation event or activity.
- I. Fees may be charged to recover the cost of any specialized services, events or programs.
- ~~E-J.~~ ~~Commercial rentals are not permitted.~~

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SECTION 3 - SUSPENSION OF PRIVILEGES

1.3.1 Suspension for Delinquency

Any GVR Member who has not paid dues, fees, or assessments as of the time such payment is due becomes delinquent and shall automatically be declared a ~~Member~~ Member Not in Good Standing. Any GVR Member Not in Good Standing and his/her Additional Card Holder, Assigned Member and/or Tenants and Guests shall not be entitled to use GVR facilities. The delinquent member shall not hold any office, nor vote in any election. Upon payment of all delinquent dues, penalties, fees, assessments, together with the cost of collection, said member shall be restored to good standing.

1.3.2 Suspension for Conduct