

FROM CHARLES SIECK

1. Article 2. It removes Section 2 which defines the Business of the Corporation. The CEO can work on anything he wants without violating the bylaws. **The Articles of Incorporation already addresses this -- and since the Articles of Incorporation supercede the bylaws, it doesn't need to be in the bylaws.**
2. It removes the wording that GVR shall be governed by an elected Board of Directors and that the Board may delegate specific duties to the CEO. This can be found in Article 6.1 and Article 8.4 of the current bylaws. **CORRECT.** This language was removed because it is covered by the Arizona Nonprofit Corporation Act (ARS10-3801) which states that "corporate powers shall be exercised by or under the authority of and the affairs of the corporation shall be managed under the director of its board of directors..."
3. It removes any reference to a badge or ID. This could open up all GVR facilities to the public. **The bylaws never mentioned a badge or ID.** The "Identification" is mentioned in Article II, Section 4. It says Identification, but not specifically a "card". Article 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 regulatins established by the Board. **Do they really think this will open it up to the "public"? The purpose of this Bylaw provision is to address "facility use rights" - who may use the facilities. How that is accomplished - through a badge, iD card, or other means - may change from time to time in the future and does not need to be addressed in the bylaws.**
4. The suspension of Rights has been made vague. The CEO could now easily take disciplinary action without the Board. **Clearly, this is not a change. It is verbatim from our existing bylaws (Artice II, Section This falls into the category of not agreeing with the current bylaws and subsequently blocking this restatment. It also states "in conformance with procedures adopted by the Board." Those procedures are set forth in the CPM.**
5. The Election of Directors has been removed. It is implied but not clearly stated. **Give me a break!** This language was unnecessary as state law **REQUIRES** that directors be elected by members. The Ariona Nonprofit Corporation Act (ARS10-3804) states that "if the corporation has members, the members shall elect all the directors..." unless the articles of incorporation or bylaws provide otherwise.
6. It removes reference that the Board defines the policies that the CEO must follow and replaces it with not exceeding the power delegated to him, which has not been defined. **Now in Article 6.6.** Section 8.4 states that the CEO shall work with the Board to "ensure" that GVR's policies are carried out effectively..." GVR's policies are those established by the Board. Any powers delegated to the CEO are set forth in the CPM and may be changed from time to time.

7. The most troubling to me is the CEO is made to be a non-voting member of the Board of Directors. He already attends the meeting but this change would prohibit a closed meeting to discuss his performance or to discuss his dismissal. This is not new. See Article VII, Section 1. No change is being made here.

FROM MARGE GARNEAU

Article 2. The business of the Corporation as contained in the current bylaws confines the type of business GVR shall conduct. THIS LANGUAGE HAS BEEN REMOVED IN THE PROPOSAL WHICH MEANS THAT THE GVR BOARD COULD PURSUE ANY TYPE OF BUSINESS IT CHOOSES. It would no longer be to “provide recreational, cultural and educational programs for the enjoyment of the GVR members and their guests”. The Articles of Incorporation already addresses this -- and since the Articles of Incorporation supercede the bylaws, it doesn't need to be in the bylaws.

Article 4.1 “Admission Fees”. The current bylaws provide that new members pay an “Initial Fee” as determined by the Board. The term “initial fees” has appeared in the GVR bylaws for more than 30 years and by court ruling includes New Member Capital Fee. These admission fees are well defined in the current bylaws. The proposed bylaw changes delete these terms and replaces them with the undefined term “admission fees” which can be open to interpretation by a CEO or a Board who wished to generate additional income from the current members. Initial Fees and New Member Capital Fees are “admission fees” to GVR.

Article 3.3B. Assignment of Membership Rights. As written in the proposed change, an owner who wishes to rent his/her property and assign their rights to the tenant may have to pay a fee to GVR. This could also be in addition to the tenant fees GVR charges. The fee IS the tenant fee. It is the owner (the GVR member) who is legally responsible for paying the fee (although many owners require their tenant to pay it). GVR does not have any contractual relationship with the tenant and thus, cannot require the tenant to pay the fee.

Article 6.7B. Limitation of Powers. The new proposal states that fixing the CEO compensation, establishing dues and admission fees and adopting capital budgets would require the approval of a majority of the “Directors in office: which term is undefined” in both the current and proposed bylaws. Arguably, if 5 board members resigned (which has happened in the recent past) leaving 7 board members in office, that would mean that it would take only 4 board members to make these decisions and give the CEO a raise. The Bylaws require that vacancies be filled. The only time that there could be less than 12 directorss is between the time of the resignations and the next meeting of the Board. The new bylaws automatically fill vacancies (without a vote of the Board) with the unsuccessful candidates who are willing and qualified to serve (see Section 6.4).

Article 10.1B. Bylaw Amendments. Proposed bylaw amendments by the Board would require the approval of 2/3 of the “directors in office”. And as noted above, if 5 board members resigned leaving 7 board members in office, that would mean that 5 board members could propose bylaw amendments. Yes, that could happen. BUT every bylaw amendment must go to a membership vote. See note above.

Article 7.5 Open Meetings. This proposal gives the President of the Board the sole discretion to go into executive (closed) session without Board approval. No record of these sessions are released to the membership. If the Board had to vote at an open meeting on whether a particular subject should be addressed in executive session, then it would defeat the purpose of an executive session. The President, who calls special meetings and presides over them should determine that need. In any executive session, the Board could, via a motion and second, decide that the matter should be addressed at an open meeting.

Article 3.5 Suspensions. The suspension of members in the proposed changes bylaws only gives the Board the authority to adopt the procedures for a suspension. The issue of "duration" which under the current bylaws is determined by the Board, is omitted. *Who decides how long the suspension should be?* The Board - see CPM: "If a majority of Board members then in office determines that a suspension is warranted, the duration of that suspension must also be determined."

Article 1.12 Definitions. GVR properties that are owned by trusts, corporations, or some other entity can assign the right to vote and to use GVR facilities to the individuals who reside in the properties. Under this proposal only those properties owned by a "trust" will meet the definition of owner. Perhaps this is an oversight, but, unlike the current bylaws, there is no provision for the handling of properties owned by other entities. This provision was not changed from the original bylaws. Any corporation or LLC would qualify as a GVR owner if on title to the property.

FROM GVR4US

Reason #1 Section 2 is removed: This defines the "Business" of the Corporation and has always been part of the Bylaws. GVR & the CEO will now be free to engage in any business they choose. Think luxury spa, huge auditorium and shows, tourist hotel, outpatient cardio rehab, pickleball vacations, the partnership opportunities are endless .
The Articles of Incorporation already addresses this -- and since the Articles of Incorporation supercede the bylaws, it doesn't need to be in the bylaws.

Reason #2 Creating "Admission Fees": They are replacing the term "Initial Fee" that has been clearly defined and in use for 30 years with the undefined term "Admission Fees". These can then be used to generate additional income from the membership. After all, it won't just be tourists and people from Tuscon using all the new facilities.
Initial Fees and New Member Capital Fees are "admission fees" to GVR.

Reason #3 Suspensions: The Board will only have the authority to adopt the procedures for member suspensions. This opens the door for the CEO to take disciplinary action against anyone, on his own, for any duration he chooses. The CE must be restricted to disciplining the Staff, the Board needs to deal with Member violations. The Board - see CPM: "If a majority of Board members then in office determines that a suspension is warranted, the duration of that suspension must also be determined."

Reason #4 CEO powers expanded: Removes the reference that the "Board defines the policies that the CEO must follow". CEO is free to follow his own policies, pursue his own "Vision". Now in Article 6.6. Section 8.4 states that the CEO shall work with the Board to "ensure" that GVR's policies are carried out effectively..." GVR's policies are those established by the Board. Any powers delegated to the CEO are set forth in the CPM and may be changed from time to time.

Reason #5 Limitation of Powers: Removes the requirement for 8 yes votes (2/3 majority) by the Board of Directors for such things as fixing CEO compensation, establishing dues and fees, adopting a capital budget, and proposing bylaw amendments. Gives the President of the Board sole discretion to go into executive sessions (close the meeting to members) at any time. The Bylaws require that vacancies be filled. The only time that there could be less than 12 directorss is between the time of the resignations and the next meeting of the Board. The new bylaws automatically fill vacancies (without a vote of the Board) with the unsuccessful candidates who are willing and qualified to serve (see Section 6.4).

FROM PAT MCCOY

Article 1. The definitions are not complete r specific enough. Too much is left open to interpretation

1.3 Board - should be defined as Board of Directors consisting of Twelve (12) voting members who shall be elected by the members of the Corporation (GVR) and whose duty it is to govern the affairs of the Corporation.

1.8 GVR Member - should be defined to mean and refer to an owner or assigned member in good standing.

1.9 Quorum - should be added to definitions because it is different in 5.7 and 6.7(A)1. The ARS 10-3722 states that bylaws or articles of incorporation may provide their own numbers but if they don't then the 10% kicks in.

Quorum requirements for a vote on any matter shall be ballots cast by the GVR members representing 10% of the total eligible votes in the Corporation or at least 2/3 (66%) of the eligible votes cast.

4.3 Special Assessments - This section has been completely changed to omit PRIOR consent of the voting membership. It should read as Article III, Section 5 of the 2015 amended bylws. "The Board of Directors is not authorized to impose a special assessment for any purpose, unless such an assessment is approved in advnace by a members' vote".

8.4 Chief Executive Officer - the section should read as Article VII, Section 5 of the 2015 ameneded bylaws. *It is the same almost word for word*

Article 1, Sections 2. Perhaps the most concern is the omission of the 2015 bylaws - Business of the Corporation. Without a guiding statement to purpose Green Valley is open the investment and development that could change our community as we know it (ie preeminent destination). If we were looking for world class we would have retired elsewhere. *The Articles of Incorporation already addresses this -- and since the Articles of Incorporation supercede the bylaws, it doesn't need to be in the bylaws.*