



GREEN VALLEY COUNCIL, INC.

Formerly known as the Green Valley Community Coordinating Council, Inc.

BYLAWS RESTATED DECEMBER 2017

ARTICLE I. DEFINITIONS

Section 1. **GREEN VALLEY COMMUNITY** shall mean residents, property owners and investors within the boundaries of the Green Valley Community Plan adopted by the Pima County Board of Supervisors on March 6, 2007 and in any subsequent amendments thereto.

Section 2. **GREEN VALLEY**, sometimes referred to as the CORPORATION or COUNCIL, shall mean that Arizona Corporation composed of associations of owners of home sites and of business organizations within the boundaries of the Green Valley Community Plan or the established Green Valley Postal Services area in Green Valley, Arizona.

Section 3. **REPRESENTATIVES** shall mean persons selected by the member association to represent said associations.

Section 4. **THE BOARD OF REPRESENTATIVES** of the Green Valley Council, Inc. formed of representatives accredited to the Board of Members of the Corporation, shall mean the governing body of the Green Valley Council responsible for conducting the affairs of the Corporation.

Section 5. **THE EXECUTIVE COMMITTEE** shall mean the Executive Committee of the Green Valley Council as described in these Bylaws.

Section 6. **THE TERM HOME SITE(S)** shall mean a platted lot on which a home has been erected.

ARTICLE II. MEMBERSHIP

Section 1. The following “Membership Categories” are established.

- (a) Regular Members – any association of owners of home sites within the boundaries of the Green Valley Community.
- (b) Affiliate Members – any association of owners of home sites within the boundaries of the established Green Valley Postal Service area with a minimum of 1,000 owners of home sites.
- (c) Provisional Members – any association of owners in Green Valley or the established Green Valley Postal Service area in a developing area where a permanent Homeowners Association has not been established. After two (2) Years a provisional member must convert to a regular member.
- (d) Public Service Members – any governmental or institutional organization in the Green Valley area that provides service to the community. Examples are, but not limited to:
 - GV Fire District Pima County Sheriff
 - Sheriff's Auxiliary Volunteers (SAV)
 - Continental School District
- (e) Business Members – any business organization providing products, services, support and counsel to community homeowner associations’ boards, managers and homeowners, including for profit international corporations providing employment opportunities in the Green Valley area.
- (f) Special Members – as noted in Article VII section 2, the president appoints the CEO’s of Green Valley Recreation and Green Valley/Sahuarita Chamber of Commerce to the Executive Committee as described in Article VII section 2. Special members are non-voting members.
- (g) Individual Members - Persons who reside in Green Valley who wish to be members of GVC and do not belong to an HOA that is a member.

Section 2. Any association of membership categories as described above and within the geographic boundaries described in Article I, Section 2 may become a Council member within one of the “Membership Categories” upon its election by a majority vote of the Board of Representatives.

Section 3. Election to membership for all categories by majority vote of the Board of Representatives shall occur provided the following conditions are met.

- (a) Regular Members – a sufficient majority of the home sites within a geographic area are owned by individuals, thereby controlling the vote in affairs of the association, including the ability to amend Bylaws and Deed Restrictions. A copy of the applicant Association’s current and valid CC&Rs, Articles of

Incorporation, and Bylaws/Deed Restrictions shall be submitted. A subdivision Plat shall also be submitted, along with a letter to the Board of Representatives agreeing to comply with the exemption provisions of the Fair Housing Act of 1988, Public Law 100-430, 42 U.S.C. 3601, *et seq.* and equivalent State statutes.

(b) All Other Membership Categories – a letter of application for membership listing the officers and directors of the organization and verifying that the association accepts and approves the Articles and Bylaws of the Council shall be submitted together with current payment of dues. Individual members need only submit an application for membership, a letter stating he or she accepts and approves the Articles and Bylaws of the Council and payment for current dues. Individual members shall pay the same dues as affiliate members but are not entitled to voting privileges.

Section 4. Membership Termination

(a) Membership of any member may be terminated at any time by the member with thirty (30) days' notice in writing to the Secretary of the Corporation.

(b) Membership of any member may be terminated at any time by the Corporation, for cause, by a two-thirds (2/3) vote of the representatives present and voting, without the concurrence of the representative accredited by the member in question.

(c) Upon termination of a member, there will be a refund of membership fees, if appropriate.

Section 5. Membership Reinstatement. A former member may be reinstated according to the following conditions:

(a) All the requirements of the initial membership shall have been fulfilled.

(b) The membership fees, if appropriate, shall be pro-rated during the reinstatement year, at the current membership rate.

(c) The Litigation Reserve Fund assessment, having been paid at the original Membership application, shall be waived.

ARTICLE III. REPRESENTATIVES

Section 1. The affairs of the Corporation shall be conducted by a Board of Representatives consisting of one representative or alternate for each Regular Member, Affiliate Member, Public Service Member, Business Member, Provisional Member or Special Member.

Section 2. A Representative shall be chosen by the action of its member organization. Any vacancy shall be filled by the action of the member organization.

Section 3. Each representative shall serve for a term as may be determined by the members represented.

Section 4. In the event that a designated representative is unable to attend a regular or special meeting of the Board of Representatives, an alternate may be designated by the member organization to substitute for him/her at the meeting.

Section 5. The Board of Representatives reserves unto itself the right to exercise all powers vested in the Corporation. It may delegate some of its powers to the Executive Committee, to its officers or to appropriate committees, as provided in Articles VI and VII of these Bylaws subject to review by the Board of Representatives of all actions taken.

Section 6. The Board of Representatives has the responsibility for approving or disapproving the following organization actions:

- (a) The Green Valley Community Coordinating Council Executive Committee's goals;
- (b) The annual operating budget of the Council and amendments thereto;
- (c) Non-budgeted expenditures that exceed 5% of the total annual budget;
- (d) Any proposed changes in the Green Valley Community Plans prior to final adoption by Pima County;
- (e) Amendments to the Articles of Incorporation and the Bylaws of the Corporation;
- (f) Applications for membership;
- (g) Any legislation to be proposed to the State and/or Federal legislature, or to the Pima County Board of Supervisors;
- (h) Any matter presented by the Executive Committee when that Board desires concurrence by the Board of Representatives.

Section 7. The Board of Representatives shall elect all officers.

ARTICLE IV. MEETINGS

Section 1. The annual meeting of the Corporation shall be held by the Board of Representatives at the first regular meeting in January of each year.

Section 2. One regular meeting of the Board of Representatives shall be held each month from September through May at a time and place in Green Valley to be designated by the President. Should it be determined at any time that in the best interests of the Corporation an additional meeting is required, the President may call such a meeting. A majority vote of the Board of Representatives present will allow suspension of any regular monthly meeting.

Section 3. Special meetings of the Board of Representatives, which shall be considered to be meetings of the Corporation, shall be held at any time at the request of the President or a Vice President or the Representatives of any twelve (12) voting members. Three (3) days' notice of a special meeting shall be given to each member through its representative, either

in writing by mail or personal delivery, e-mail, orally, by telephone or direct conversation. (If by mail, to the last known address.) Notice by mail shall be sufficient if deposited in the United States Mail with proper postage affixed. The Secretary's statement of the time and manner of service of notice recorded in the minutes shall be prima facie proof of service.

Section 4. A quorum shall consist of a simple majority of the representatives or their alternates who are present at a duly constituted meeting.

Section 5. The transaction of any business at any meeting of the Board of Representatives, if properly called and noticed in accordance with these Bylaws, shall be valid if a quorum is present.

Section 6. The Secretary shall submit to each of the representatives, at least three (3) days in advance of any regular meeting, an agenda of business to be transacted at the meeting and shall furnish a copy to the media. Matters not on the agenda may be added to the agenda by the affirmative vote of a majority of the representatives or alternates voting at the meeting. Any person may be heard at such meeting provided that the remarks are directed to the matter on the agenda and then before the Board of Representatives for discussion, or offered at the close of the meeting after the agenda has been completed. Matters to be placed on the agenda shall be transmitted to the President or Secretary no later than seven (7) days prior to the meeting date.

Section 7. Any non-representatives present at a meeting may express their views and concerns to the Board of Representatives. This item shall be placed last on the Board of Representatives' meeting agenda.

The rules of procedure for this item are as follows:

- (a) While the presiding officer may consult with the Corporation Parliamentarian, it is the presiding officer who will make the final decision.
- (b) The individual desiring to address the Board of Representatives is required to give advance notice to the GVC office twenty-four (24) hours prior to the scheduled Board of Representatives' meeting. This advance notice is to include their name, address, phone number and the subject matter to be presented.
- (c) The subject matter must be of a broad nature that affects the community, at large. Subjects concerning religion, political partisan topics, individual problems and solicitations will not be allowed.
- (d) There will be a five (5) minute time limit per each individual addressing the Board of Representatives' meeting during this item. A total of thirty (30) minutes will be allowed for comments at the scheduled meeting of the Board of Representatives.

Section 8. Unless otherwise required by the Corporation's Articles of Incorporation or Bylaws, the rules contained in "Robert's Rules of Order," newly revised, 11th Edition, shall govern all meetings of the Board of Representatives, Executive Committee and all standing committees or ad hoc committees.

ARTICLE V. PRIVILEGES OF MEMBERSHIP

Section 1. Each representative of a Regular Member, Affiliate Member, Public Service member, Business Member or Corporate International Member present at a meeting of the Board of Representatives, in person or by his/her alternate, shall have one vote by virtue of his/her office. Individual members shall not have voting privileges.

Section 2. When proportional voting is mandated or called for, each Regular Member representative shall cast the vote specified in Section 1 of this Article, plus each Regular Member shall cast one (1) additional vote for each fifty (50) home sites, or major fraction thereof (defined as 26 or more) in excess of the first fifty (50) sites in the member association. Proportional votes shall be cast orally. The results of the vote shall be announced by the presiding officer.

When proportional voting is mandated, the presiding officer shall decide where to permit vote splitting.

Section 3. Proportional voting, with tabulation by tellers appointed by the President, shall be mandated upon a request by three (3) Regular Member representatives. Those Members who are entitled to request proportional voting shall be limited to the following subjects:

- (a) Collection or disbursement of funds not included in the budget;
- (b) Election of officers of the Corporation;
- (c) The presiding officer shall decide whether to call for proportional voting on all other matters not mandated by this section.

Section 4. With the exception of elections, all other matters may be decided by voice vote or show of hands in accordance with Section 1 of this Article.

Section 5. Issues on which there is voting shall be settled by a simple majority of the votes cast, whether in accordance with sections 1 or 4 of this Article, except where otherwise provided in these Bylaws.

ARTICLE VI. OFFICERS

Section 1. There shall be a President, three Vice Presidents, a Treasurer and a Secretary of the Corporation, all elected for two (2) years by the Board of Representatives. Officers shall be constituents of a Regular membership category.

There shall be staggered terms of office for Officers and At Large Members so that approximately one-half of the Executive Committee shall be up for election each year. The system for staggered terms of office shall be implemented as follows: At the election following the meeting of the Board of Representatives at which these bylaws are adopted, the President, Secretary, and as selected by the President, one Vice President, and two At Large Members shall be assigned to Class E (Even Year) and shall serve for a period of

two years; the Treasurer, the remaining two Vice Presidents, and three At Large Members shall be assigned to Class O (Odd Year) and shall serve for a period of one year. Thereafter, all terms shall be for two years.

In November, the Nominating Committee will present the slate to the Executive Committee for approval, then the Board of Representatives will review the proposed recommendations that same month. In December, an election will be held in person by ballot or absentee ballot by the Board of Representatives and the result tallied by Tellers appointed by the Executive Committee. If only one person is nominated for an elected office, then in such event, election shall be by voice vote of the Representatives present at the meeting. At-Large Members for the Executive Committee as nominated by the President will also be elected by the Board of Representatives in December. All new officers and at-large members will be installed at the January Board of Representatives' meeting. Should a tie vote for any office occur, the President shall vote to break the tie. Should a tie vote for any other item of business occur, the President may vote to break the tie.

Section 2. The President shall be the Chief Executive Officer of the Corporation; shall preside over all meetings of the Corporation; serve as Chairperson of the Executive Committee and be a member ex officio of all other committees. Unless otherwise ordered by the Board of Representatives, the President shall, subject to approval by the Executive Committee, appoint all committee chairpersons, both standing and ad hoc, and shall designate the particular area in which the Vice Presidents will serve in a liaison capacity. The President shall have authority to implement and sign such papers on behalf of the Corporation as may be required by action of the Board of Representatives.

Section 3. In the absence of the President a Vice President as selected by majority vote of the Executive Committee shall preside at meetings and conduct such other business of the Corporation as may be necessary.

Section 4. The Vice Presidents shall serve as liaison with the County of Pima, the State of Arizona and/or the Federal Government, their departments and agencies, in service and planning categories, as the President may designate. Each Vice President shall coordinate the activities of such committees as may be assigned to his/her supervision.

Section 5. The Treasurer shall be responsible for all financial records of the GVC. All Executive Committee Officers and the Executive Director shall be the authorized check signators. Two signatures are required on each check. The Treasurer shall submit monthly financial reports (including a balance sheet and statement of activity) to the Executive Committee and the Board of Representatives (exception during summer months when meetings are suspended). If requested, the Executive Director or the Treasurer shall prepare the books and accounts for an audit by an independent auditing firm or for an annual review by the Audit Committee. The Treasurer shall chair the Finance Committee.

Section 6. The Secretary of the Corporation shall prepare and distribute, as specified in these Bylaws, minutes of all meetings of the Executive Committee and the Board of Representatives. The Secretary or Executive Director shall maintain the seal of the

Corporation and confirm those official actions of the Board of Representatives that require official notification to governmental or other organizations.

Section 7. Committee Chairpersons shall prepare position papers on agenda items subject to the President's approval before presentation to the Board of Representatives.

Section 8. The immediate past president may, at his or her discretion, serve on the Board of Directors as an ex-officio member for two years following the end of his/her presidency with all privileges of Board membership including the right to make motions.

The following limitations shall apply as appropriate:

- (a) The immediate past president shall not have voting privileges.
- (b) The presence or absence of the immediate past president at the Executive Committee meeting shall not affect the number of Directors required for a quorum or whether a quorum is present at a meeting.

Section 9. When any office is vacated before the expiration of the term of office, it shall be filled within thirty (30) days by a vote of the Board of Representatives on recommendation by the Nominating Committee. If an office is vacated during the month(s) when there is no scheduled meeting of the Board of Representatives, then in such event, the President shall call for a Special Meeting for the express purpose of electing and fulfilling the vacant office. In the event the office of the President is vacated, the selected Vice President shall then call for the Special Meeting for the purpose of electing and filling the vacant office and further shall fulfill the duties of the President until a successor is named.

Section 10. The Executive Committee shall have the authority to establish corporate policies for the organization.

ARTICLE VII. COMMITTEES

Section 1. The Board of Representatives shall act, in part, through established standing committees and such other committees as may be established by the President and Executive Committee. Each committee shall function on the basis of a charter, approved by the Board of Representatives, outlining its purposes, role and courses of action. Each such charter, including changes or modifications thereto, shall be subject to approval of the Board of Representatives. All committee members shall serve during the incumbency of the current President. Each committee shall cooperate with those organizations with which it is in liaison to establish standards, objectives and programs to carry out the purposes and objectives of the Corporation, within policies established by the Board of Representatives. When matters of policy are in question, or the committee is unable to secure desired results, it shall present to the Executive Committee and to the Board of Representatives a recommendation for desirable Council action. The quorum for all Committees shall be a simple majority of the number of members on the Committee.

Section 2. There shall be an Executive Committee composed of the President, the Vice Presidents, Treasurer, and Secretary of the Corporation who are Regular Members, and five residents of any membership category. The latter five shall be elected by the Board of Representatives on recommendation by the President or any organization in the community that wishes the Green Valley Council to consider person(s) to serve. The Executive Committee shall exercise all powers, responsibilities and duties not specifically reserved to the Board of Representatives, during intervals between regular meetings. Members of the Executive Committee may vote via email if the Member is absent from a meeting provided that in the email vote, the Member attests that she or he has read the materials pertaining to the matter to be voted upon. A Member voting via email shall be counted as a member of the quorum needed for voting on a measure.

Subject to the prior approval of the Executive Committee and the Board of Representatives, the President may appoint the Chief Executive Officer (CEO) of Green Valley Recreation and the Green Valley/Sahuarita Chamber of Commerce respectively to serve on the Executive Committee subject to the following limitations:

- (a) A CEO shall not have voting privileges.
- (b) The presence or absence of a CEO at the Executive Committee meeting shall not affect the requirements for a quorum at a meeting.
- (c) A CEO shall have the right and shall be encouraged to express his/her opinion on any subject under discussion at an Executive Committee meeting.

The term of a CEO on the Executive Committee shall expire thirty (30) days following written notice from the President who appointed the CEO to serve on the Executive Committee or when the President's term expires, whichever shall occur first.

The Executive Committee shall have the authority to approve unbudgeted expenditures not to exceed 5% of the total annual budget-when such expenditures, in the judgment of its members, clearly promote the objectives and purposes of the Corporation as set forth in the Articles of Incorporation.

The Executive Committee shall review the annual Council operating budget at its meeting in October and submit its recommendation to the Board of Representatives its Representatives' meeting in October that same month. The Board of Representatives shall vote on the Budget no later than their December meeting.

When any organization in the community wishes the Green Valley Council to accredit persons to serve on the organization's governing body on behalf of the Council, the President or the Executive Committee shall have the authority to nominate persons subject to the approval of the Board of Representatives. The Nominating Committee may be asked to recommend candidates for such positions.

Section 3. There shall be a Finance Committee chaired by the Treasurer of the Corporation or a Vice President of the Corporation. The Finance Committee shall consist of a minimum of three (3) additional members, two (2) of whom shall not be members of

the Executive Committee. Members of the committee shall be appointed by the Treasurer with the approval of the Executive Committee. The duties of the committee shall include the completion of the annual Council Operating Budget. The Executive Director shall prepare the preliminary draft for the Finance Committee's consideration.

Section 4. The President of the GVC may appoint an Audit Committee. If established the committee will consist of the Treasurer and a minimum of (3) persons of which one (1) will be from the Board of Representatives and one (1) will be from the Executive Committee (Chair of the Audit Committee). The Audit Committee would review the financial and accounting records at the end of each calendar year and/or when the position of Treasurer becomes vacant. A written report from the Audit Committee would be submitted to the Executive Committee and the Board of Representatives within thirty (30) days of the review.

The President, Chair of the Audit Committee or the Executive Director will recommend an independent auditing firm to the Executive Committee to examine the GVC's financial statement, at the end of each calendar year, or as deemed necessary. A written report by the independent auditing firm will be submitted to the Executive Committee and the Board of Representatives for review, within ninety (90) days.

Section 5. There shall be a Nominating Committee appointed by the President and approved by the Board of Representatives. It shall be composed of members selected from the Board of Representatives and members selected from the community at large. The Nominating Committee shall present its proposed candidates for all offices biennially at the first meeting of the Board of Representatives in October.

Section 6. The GVC President may appoint a Personnel Committee consisting of a minimum of three persons, one (1) chairperson versed in Human Resource practices and two (2) committee members of which one (1) will be from the Executive Committee. This committee must be confidential in nature and adhere to the Privacy Act Laws. The Personnel Committee will be accountable only to the Executive Committee.

The function of the Personnel Committee, if so appointed, shall be to review personnel policies, recommend policy changes to the Executive Committee, serve as an Ad Hoc Grievance Committee and meet with the President of the Executive Committee for policy review and performance issues, as needed. The Personnel Committee shall assure implementation of the personnel policies by the staff and Executive Committee.

The Executive Director shall be supervised and evaluated by the GVC President, with the advice of the Executive Committee. The President annually reviews the positions and performance standards of the staff/volunteers.

The Personnel Committee shall be active in the salary process. The Personnel Committee shall meet with the President of the GVC; the Executive Director and the Finance Committee for salary recommendations. The President of the GVC has the final authority for salary determination.

Section 7. Committee chairpersons shall appoint, subject to the approval of the Executive Committee, members of their committees, unless otherwise ordered by the Board of Representatives or contrary to these Bylaws or Articles of Incorporation.

Section 8. At the discretion of the President, a Past Presidents Advisory Committee may be appointed. It shall consist of all past presidents of the GVC who are willing to serve. The committee shall be advisory only and shall have neither voting privileges nor policy-making authority. It shall report to the current GVC President.

Section 9. The President may additionally appoint, at his/her discretion, such committees as are deemed necessary, either as standing committees or ad hoc committees. However, each such committee shall be formally chartered in accordance with Section 1, above.

ARTICLE VIII. PAYMENT OF FEES AND ASSESSMENTS

Section 1. The Corporation operates on a calendar year and membership fees shall be invoiced accordingly.

Section 2. The activities of the Corporation shall be funded by Council-approved projects and fees assessed against various membership categories. All such fees shall be established annually by the Council's operating budget.

The highest cumulative amount of indebtedness or liability at any given time in excess of the approved Annual Budget, direct or indirect or contingent, to which the Board of Representatives of the Corporation may subject itself, is the sum of Fifty Thousand Dollars (\$50,000). In the event of leasing or acquiring open office space, the sum of One Hundred Thousand Dollars (\$100,000) shall be permitted.

Section 3. The annual Council Operating Budget shall be presented to the Board of Representatives at its meeting in October and approved not later than its meeting in December.

Section 4. Annual fees referred to in Section 1 are due upon billing on January 1 of each year, and shall be delinquent after March 1 of that year. The total amount collected shall not exceed the estimated financial needs of the Corporation.

Section 5. In addition to any annual fees, the Board of Representatives may order special assessments to meet the extraordinary expenses incurred to carry out the aims and purposes of the Corporation. In the billing of such assessments, the purpose must be clearly stated in writing. Such funds shall be collected and segregated so as to be dedicated specifically to the stated purpose. Upon determination of the Board of Representatives that the purpose of the special fund has been completed, any funds not spent shall be transferred to the general fund.

Section 6. Newly admitted Regular voting members shall be liable for the annual fee collected during the year of admission, prorated by month from the date of admission to

the end of the year. They shall also be liable for any special assessments in effect at the time of admission of the new voting members. Such assessments shall be determined by the Board of Representatives.

ARTICLE IX. CORPORATE SEAL

Section 1. The Corporation shall have a seal with the words "Green Valley Council, Inc." in the circumference and with the lettering in the center, "Incorporated in Arizona 1973".

ARTICLE X. AMENDMENTS/EFFECTIVE DATE

Section 1. These Bylaws may be amended by an affirmative majority vote of the Representatives or their Alternates present at any regular meeting or at a special meeting called for that purpose, provided that the proposed amendment shall have been introduced in writing and in proper form at a previous meeting at least 28 days prior to the adoption of the amendment.

Section 2. These Bylaws and their amendments shall become effective following their acceptance and approval by the Board of Representatives as recorded in the minutes of that Board.

ARTICLE XI. RULES FOR GOVERNING MEETINGS OF COUNCIL

The rules contained in "Robert's Rules of Order," newly revised, 11th Edition, shall govern the Board of Representatives, the Executive Committee and the Committees of the Council in all deliberations which are not otherwise controlled by the Articles of Incorporation and the Bylaws of the Corporation.

As Corporate Secretary, I certify that the preceding Eleven Articles are a true and accurate copy of the restated Corporation Bylaws as of December 14, 2017.



Georganne Rogers-Garn
Board Secretary