

Green Valley Council, Inc.

A registered Arizona 501(c)(4) Non-Profit Corporation,

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

BYLAWS

RESTATED THIS 18th DAY OF APRIL 2024

(Restating the Bylaws dated December 2017)

Preface to these Bylaws as suggested by Articles of Incorporation:

The Purpose of the Green Valley Council is to promote the best interests of the Green Valley Community. To further his goal, the Green Valley Council shall engage the residents of the Green Valley Community to discover the residents' current and future needs, wants, and desires and to encourage whatever appears to be for the greater good of the Green Valley Community and oppose whatever appears to be detrimental thereto.

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 COUNCIL, INC. sometimes referred to as the CORPORATION or COUNCIL, shall mean that Arizona Corporation composed of associations of owners of home sites within the boundaries of the Green Valley Community Plan. Individual homeowners of a Member HOA are members of the Green Valley Council by virtue of membership in their respective HOA.

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

Section 4. THE BOARD OF REPRESENTATIVES is comprised of Representatives designated by the Homeowners Associations and Property Owners Associations that are members of the Green Valley Council. The Board is responsible for conducting the business of the Council.

Section 5. THE BOARD OF DIRECTORS shall mean a group of individuals elected by the Board of Representatives that provides organizational leadership and oversight of the Green Valley Council in accordance with these Bylaws.

Section 6. THE TERM HOME SITE(S) shall mean a platted lot on which a home may be erected.

Section 7. The Articles of Incorporation require that the Green Valley Council be **NON-POLITICAL**. These Bylaws interpret this position to mean:

- (a) That the Green Valley Council does not engage in partisan politics by supporting any candidate or political party.
- (b) The above prohibition does not preclude the appearance at any Green Valley Council meeting of any elected or appointed governmental official.
- (c) Even if they are difficult issues, The Green Valley Council should address all important issues facing the Green Valley Community to include:
 - (1) Water issues
 - (2) Flooding and drainage
 - (3) Fire protection
 - (4) Emergency services
 - (5) Transportation
 - (6) Environmental issues
 - (7) Health and Human Services
 - (8) Any other topic reasonably related to the well-being of the Green Valley Community.
- (d) In addressing these topics, the Green Valley Council shall present fair and accurate information to its Members.
- (e) That the Green Valley Council will not support or provide a platform for any Political Action Committee, Advocacy Group/Organization, Special Interest Groups, or any partisan Organization.
- (f) That no member of the Green Valley Council Board of Directors, Elected Officers, Elected Directors or hired staff shall make any public comments, statements or reports in their official capacity as a member of the Green Valley council that would be in violation of the provisions of this Section (7).

ARTICLE II: MEMBERSHIP

Section 1. The following "Membership Categories" are established.

- (a) **Regular Members** – any association of homeowners within the boundaries of the Green Valley Community.
- (b) **Affiliate Members** – any association of homeowners outside the boundaries of the Green Valley Community as delineated in Article I, Section 1.
- (c) **Provisional Members** - any association of homeowners in a developing area in the Green Valley Community where a permanent Homeowners Association has not been established. Within two (2) years of being accepted to membership into the Council, a provisional member must convert to a regular member to maintain membership in the Council.

(d) Individual Members – Persons who reside in the Green Valley Community, who wish to be members of the Green Valley Council and do not belong to a Homeowners Association or Property Owner Association that is a member of the Council. Individual members need only submit an application for membership, and affirmatively state that he or she accepts, approves and agrees to abide by the Articles and Bylaws of the Council. Individual members shall pay a flat fee as determined by the Board of Directors as dues. Individual members are entitled to participate in all meetings, but are not entitled to voting privileges.

(e) Public Service Members – any governmental, public service, or institutional organization in the Green Valley area that provides services to the Green Community. Public Service entities shall become members of the Green Valley Council upon invitation of the President of the Green Valley Council with the approval of the Board of Directors. Such members shall pay no dues and have no voting privileges, may not make motions, but they may participate in all meetings.

(f) Business Members – any business organization that provides products, services, support, counsel or provides employment opportunities to the Green Valley Community. Such members shall pay reasonable dues as determined by the Board of Directors. Such members shall have no voting privileges, may not make motions, but they may participate in all meetings.

(g) Ex-Officio Members as provided elsewhere by these By-Laws.

(h) Only Regular Members, Affiliate Members and Provisional Members shall have the right to vote and make motions concerning Council business, but all Members have the right to participate in and speak at all Green Valley Council meetings.

Section 2. Election of New Members

(a) Regular Members, Affiliate Members, Provisional Members, Individual Members, Public Service and Business Members who are presently members of the Green Valley Council shall retain their current membership unchanged by this restatement.

(b) When a sufficient majority of the home sites within a geographic area contained in the Green Valley Community are owned by individuals, thereby controlling the vote in the business of the association, including the ability to amend Bylaws and impose Deed Restrictions, the organization may apply for membership in the Green Valley Council by making application to the Board of Directors. Such application shall include:

1. A listing of officers and directors of the organization and their complete contact information.
2. The application shall state that the association accepts and approves the Articles and Bylaws of the Council.

3. Current payment of dues.
4. A copy of the applicant Association's current and recorded CC&Rs, Articles of Incorporation, and Bylaws and/or Deed Restrictions.
5. Recorded Plat map of the sub-division.
6. Letter to the Board of Representatives agreeing to comply with the exemption provisions of the Fair Housing Act of 1988, Public Law 100-430, 422 U.S.C 3601, et seq. and equivalent State statutes.
7. Upon approval by the Board of Directors, the application shall be forwarded to the Board of Representatives at the next scheduled Council meeting for consideration and potential approval of their request.

Section 3. Membership Voting Privileges

- (a)** Only Regular Members, Affiliate and Provisional Members shall have the right to vote on Council business.
- (b)** One representative of a Regular Member, Affiliate Member, or Provisional Member present at a meeting of the Board of Representatives, in person or by his or her alternate, shall have one vote by virtue of his or her office.
- (c)** All issues before either the Board of Representatives or the Board of Directors which require a vote shall be settled by a simple majority of the votes cast, except where otherwise provided in these Bylaws.
- (d)** Proportional Voting shall be mandated upon a request by three (3) Regular Member representatives. Such a request for proportional voting shall be limited to the following subjects:
 - (1) Collection or disbursement of funds not included in the budget,
 - (2) Election of officers of the Corporation.
 - (3) Upon request by a Member, the presiding officer may decide, at their discretion, whether to call for proportional voting on all other matters not mandated by this section.
- (e)** When Proportional Voting is mandated or called for, each Regular Member Representative shall cast the votes specified in this section.
 - (1) For purposes of proportional voting, home lots shall be considered in blocks fifty (50). There shall be one vote for each member for the first fifty (50) home sites. For each additional fifty (50) block of home sites, the Member shall be entitled to one (1) additional vote.

(2) Where there exist at least twenty-six (26) additional home sites (but less than 50 home sites) above any block of fifty home sites, that members shall receive one additional vote.

(e.g. if a member has 80 lots, the member would be entitled to one (1) additional vote. If a member has 280 lots, the member would be entitled to five (5) additional votes.)

(3) The Secretary shall calculate the number of votes to which each HOA is entitled. Any dispute in the determination of the number of votes shall be settled by the President.

(4) The Secretary shall prepare and distribute ballots for the election and appoint tabulators to count the vote.

(5) The President shall supervise the tabulation of the votes and announce the results. Any dispute arising from the election process or to the tabulation of the votes shall be determined by the President.

Section 4. Member 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 as determined by the Board of Directors, and ratified by a two-thirds (2/3) vote of the Representatives present and voting, provided the following procedure has been followed:

(1) A Member who has acted in detriment to the Bylaws, goals, and aims of the Corporation as stated in the Bylaws shall be subject to possible termination.

(2) A petition to terminate a Member must be signed by at least Five (5) other Members and presented to the President. This petition must specifically state the reasons for termination. Upon receipt of the petition, the President shall require the Secretary to implement the following protocol:

(a) Within ten (10) days of receipt of the petition, the Secretary shall provide notice to the questioned Member which shall include the petition with signatures.

(b) The Member who is the subject of the termination petition shall be given an opportunity to contest the proposed termination by providing a written response to the Board of Directors within 10 days of receipt of the notice from the Secretary.

(c) The Board of Directors shall conduct a hearing in executive session within 10 days of receipt of Subject Member's Response. A two-thirds majority of the Board of Directors is required for a recommendation of termination.

(d) A final determination of Termination must be approved by a two-thirds majority at the next regularly scheduled Board of Representatives meeting.

(3) A determination of Termination must be fair and reasonable taking into consideration all the relevant facts and circumstances at issue.

(4) The Member in question shall be disqualified from voting in any election involving this issue.

(c) Notwithstanding the above procedure, any member who is more than 90 days delinquent in the payment of annual dues to the Corporation shall be automatically terminated from membership in the Corporation without regard to the requirements of this Section 4. Such termination shall be effective upon receipt by the delinquent Member of such notice of delinquency.

(c.) Upon termination of a member, there will be an assessment or refund of membership fees, if deemed appropriate by the Board of Directors.

Section 5. Membership Reinstatement

A former member may be reinstated according to the following conditions:

(a) The former member must re-apply for membership.

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

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

ARTICLE III REPRESENTATIVES

Section 1. One Representative and one Alternate shall be chosen by the action of its member organization. Any vacancy shall be filled by the action of the member organization. If a designated Representative or Alternate is unable to attend any meeting of the Board of Representatives, an alternate may be designated by the Member organization as a substitute for that meeting. However, each Representative and Alternate so chosen must be a member in good standing of the respective member organization they represent.

Section 2. Each representative shall serve for a term as may be determined by the member organization.

ARTICLE IV BOARD OF REPRESENTATIVES

Section 1. The business of the Corporation shall be conducted by a Board of Representatives consisting of one Representative or Alternate from each Regular Member, Affiliate Member, or Provisional Member.

Section 2. Each Member is entitled to cast one vote unless proportional voting is required. This vote may be cast by the Representative or the Alternate.

Section 3. A quorum shall consist of one-third of the total number of Members or Alternates who are members in good standing of the Green Valley Council.

Section 4. 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 Board of Directors, to its officers or to appropriate committees, as provided in Articles VI, VIII, and IX of these Bylaws. The Board of Representatives reserves unto itself the right to review all actions taken by the Board of Directors and/or Committees.

Section 5. The Board of Representatives shall have the power to enter contractual arrangements with business entities, governmental units and/or other nonprofit organizations to further the goals of the Green Valley Council. This power may be delegated to the Board of Directors.

Section 6. The Board of Representatives shall have the following powers:

- (a) Elect all Officers and Directors of the Green Valley Council as nominated by the Board of Directors.
- (b) Establish the goals of the Green Valley Council.
- (c) Give guidance and direction to the Board of Directors.
- (d) Review, amend, if necessary, and approve the annual operating budget of the Green Valley Council.
- (e) Approve non-budgeted expenditures that exceed 5% of the total annual budget.
- (f) Review and approve any proposed changes in the current Green Valley Community Plan as adopted by Pima County.
- (g) Approve Amendments to the Articles of Incorporation and the Bylaws of the Corporation.
- (h) Approve Applications for Membership.

- (i) Consider and resolve any Termination of Member recommendations as forwarded by the Board of Directors.
- (j) Consider and approve any legislation to be proposed to the State and/or Federal legislature, or to the Pima County Board of Supervisors.
- (k) Consider and act on any matter presented by the Board of Directors when it desires concurrence by the Board of Representatives.
- (l) Consider and act on any item which appears to be for the greater good of the Green Valley Community and oppose whatever appears to be detrimental thereto.

Section 7. The Board of Representatives shall elect all Officers and Directors of the Corporation as nominated by the Board of Directors. Such an election shall be by a majority of the votes cast at a duly noticed meeting.

ARTICLE V 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.

Section 3. At all meetings of the Green Valley Council's Board of Representative, a majority of those members present and qualified to vote shall be required for the approval of any measure, unless otherwise required by these By-Laws.

Section 4 All actions of the Board of Representatives, if properly called, noticed and voted on in accordance with these Bylaws shall be legally valid if a quorum is present.

Section 5. Special Meetings of the Board of Representatives, which shall be meetings of the Corporation, shall be held at any time at the request of the President or a Vice President or of any twelve (12) voting members of the Board of Representatives. Such meetings are only to occur when extraordinary circumstances demand immediate action. The Corporate Secretary shall provide three (3) days' notice of a special meeting to each member by any of the following methods: e-mail, orally, by telephone or direct conversation. The transaction of any business at any Special Meeting of the Board of Representatives, if properly called and noticed in accordance with these Bylaws, shall be valid only if a total of 35 Representatives or their Alternates are present and voting at the Special Meeting. The usual quorum requirement is waived for purposes of Special Meetings.

Section 6. The President, or a Vice President designated by the President, shall be the presiding officer at all the above meetings.

Section 7. The Corporate Secretary or designee shall provide notice of the annual meeting and the monthly meetings to the members at least seven (7) days prior to the meeting date. Notice

to the members of meetings may be provided by any of the following methods: e-mail, orally, by telephone or direct conversation. When meetings occur on a regularly scheduled basis, notice of individual meetings may be waived by a publication of a calendar of scheduled meetings.

Section 8. In all instances where notice to members is required, the Corporation Secretary's statement of the time and manner of service of notice as recorded in the corporate minutes shall be prima facie proof of that service.

Section 9. At least seven (7) days in advance of any Yearly or Regular Meeting, the Corporate Secretary shall provide Notice of the meeting, an Agenda of business to be transacted at the meeting, minutes of the last meeting, and relevant financial statement to the Members. Documents may be provided to Members by any of the following methods: regular mail or e-mail.

Section 10. Any item requested to be placed on the Agenda by a representative(s) shall be transmitted to the President no later than seven (7) days-prior to the meeting date. All agenda items shall be approved by the President.

Section 11. Any Representative may be heard at any Yearly or Regular such meeting provided that the remarks occur during the discussion of an Agenda item and are limited to three (3) minutes.

Section 12. At every properly noticed meeting, a Call for Comments shall be included on the meeting agenda.

(a) Any Member Representative, Alternate, or any member of the public may express their views and concerns to the Board of Representatives during the Call for Comments provided the following rules are met:

(1) The subject matter must be of a nature that affects the community, at large. Subjects concerning religion, partisan political topics, individual problems or disputes, and solicitations will not be allowed. Proper decorum must be always maintained.

(2) The President shall recognize individual speakers and grant permission to them to speak.

(3) There will be a three (3) minute time limit per each individual addressing the Board of Representatives' during the Call for Comments, unless factors as determined by the President require either a limitation on the number of speakers or the length of time allowed to speak.

Section 13. The annual meeting and all regular meetings of the Green Valley Council shall be open to the public and otherwise subject to the Arizona open meetings law. The fact that all

meetings are open to the public does not prohibit the Board of Representatives and the Board of Directors from conducting appropriate business in executive session.

ARTICLE VI. BOARD OF DIRECTORS

Section 1. The Board of Directors shall be composed of the President, three Vice Presidents, Treasurer, Secretary and five additional Directors. Each Member of the Board of Directors shall be individually elected by the Board of Representatives. All members of the Board of Directors must be Members of the Green Valley Council.

Section 2. A quorum of the Board of Directors shall consist of a simple majority of its members.

Section 3. At all meetings of the Green Valley Council's Board of Directors, a majority of those members qualified to vote shall be required for the approval of any measure when a quorum is present.

Section 4. The Board of Directors acts as the executive authority for the Board of Representatives and is charged with oversight of the daily operations of the Green Valley Council. The Board of Directors exercises such powers, responsibilities, and duties as the Board of Representatives may delegate to it.

Section 5. The Board of Directors shall establish corporate policies and manage the daily administration of the Green Valley Council subject to the ultimate authority of the Board of Representatives. During intervals between regular meetings of the Board of Representatives (summer months when no meetings are scheduled), the Board of Directors may act on behalf of the Board of Representatives.

Section 6. 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 or her presidency with all privileges of Board of Directors' membership including the right to participate in all discussions, but shall not have the right to make motions and shall have no voting privileges and their presence or absence shall not be counted toward establishment of a quorum.

Section 7. The President may appoint to the Board of Directors an ex-officio member, with the approval of the Board of Directors, any person who is a member of the Green Valley Community who could contribute their experience and expertise to the Board of Directors. These Ex-Officio members shall have the right to participate in all discussions of the board and shall be encouraged to express his/her opinion on any subject under discussion at the Board of Directors Meeting but shall not have the right to make motions and shall have no voting privileges and their presence or absence shall not be counted toward establishment of a quorum.

Section 8. The Board of Directors shall review the Green Valley Council proposed annual operating budget for the subsequent calendar year at its meeting in October and submit the budget and recommendations to the Board of Representatives at the November meeting of the

Board of Representatives. The Board of Representatives shall vote on the Budget at its December meeting.

Section 9. The Board of Directors shall have the authority to approve unbudgeted expenditures not to exceed 5% of the total annual current year operating 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.

Section 10. Termination of Director

- (a) A Director may resign at any time with thirty (30) days written notice to the President and Secretary of the Corporation.
- (b) Membership of any Director may be terminated at any time for cause as determined by the Board of Directors. Such actions by the Director must be found to be detrimental to the goals and aims of the Corporation as stated in the By Laws.
- (c) Any member of the Board of Directors may request the termination of another Director by providing written notice to the President of the Board of Directors stating the grounds for termination. The President shall place the request on the agenda for the next regularly scheduled meeting of the Board of Directors for determination. The President shall also provide a copy of the request for termination to the challenged Director.
- (d) For a Director to be removed from his or her position, two thirds (2/3) of the Board of Directors must vote for termination.
- (e) All consideration of the removal of a Director shall be in executive session.
- (f) The Director in question shall be given a chance to speak at the meeting but shall be disqualified from voting on this question.

ARTICLE VII. ELECTRONIC VOTING/VIRTUAL MEETINGS

Section 1. At any duly noticed meeting of the Green Valley Council and the Board of Directors, a Representative or the Alternate may vote electronically provided the following conditions are met:

- (a) Electronic voting may only be used in extreme circumstances as approved by the President.
- (b). A member voting electronically shall be counted as a member of the quorum needed for voting on a measure.
- (c) Members of the Board of Directors may vote electronically if the member is unavoidably absent from a meeting provided that the Member gives at least ten (10) days' notice to the Executive Director to allow for facilitation of such electronic vote.

Section 2. During periods of extreme emergency, virtual meetings of both Representatives and/or Directors shall be allowed. The President, or a Vice President if the President is not available, shall determine the existence of such an extreme emergency and direct staff to facilitate the virtual meeting. Quorum requirements remain in effect for all virtual meetings.

ARTICLE VIII. 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.

Section 2. There shall be staggered terms of office for Officers and At Large Members so that approximately one-half of the Board of Directors shall be up for election each year. The schedule for the election of officers presently in place shall be maintained. The President, Corporate Secretary, one Vice President, and two Directors shall be elected during even years. The Treasurer, the remaining two Vice Presidents, and three Directors shall be elected during odd numbered years. All terms shall be for two years.

Section 3. If there is a vacancy on the Board of Directors, the President may appoint a replacement Director subject to review and approval by the Board of Representatives at their next meeting.

Section 4. The President shall be the Chief Executive Officer of the Corporation; shall preside over all meetings of the Corporation; serve as President of the Board of Directors and shall be an Ex-Officio member of all other committees.

(a) Unless otherwise ordered by the Board of Representatives, the President shall, subject to approval by the Board of Directors, appoint all committee Chairpersons, both standing and ad hoc, and shall designate the area in which the Vice Presidents will serve in a liaison capacity.

(b) The President shall have authority to implement and sign papers on behalf of the Corporation in accordance with the Articles of Incorporation and these Bylaws.

(c) The President shall be reimbursed for reasonable business expenses incurred on behalf of The Green Valley Council. Such expenses include, but are not limited to, mileage, meals, and other ancillary costs that further the goals of the Council. The request for reimbursement shall be timely made to the Office Manager for payment. Payment shall be timely made.

(d) In the temporary absence of the President, a Vice President designated by the President shall preside at meetings and conduct such other business of the Corporation as may be necessary.

Section 5. The Vice Presidents shall serve as liaisons with Pima County, the State of Arizona, the Federal Government, and the Tribal Governments, 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 or her supervision.

Section 6. The Treasurer shall be responsible for all financial records of the Green Valley Council. The President, Treasurer, Executive Director, and the Office Manager shall be the authorized check signatories. Two signatures are required on each check.

(a) The Treasurer shall submit financial reports (including a balance sheet and statement of financial activity) to the Board of Directors and the Board of Representatives at each scheduled meeting.

(b) The Executive Director and Treasurer shall prepare the books and accounts for an annual review by the Corporation's Audit Committee. The annual review shall be provided to the Board of Directors and will be available to members of the Board of Representatives.

Section 7. The Corporate Secretary shall prepare and distribute, as specified by these Bylaws, all required notices, and minutes of all meetings of the Board of Directors, and the Board of Representatives. The Corporate Secretary 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 8. Committee Chairpersons may prepare position papers on agenda items and, subject to the President's approval, present such position papers to the Board of Representatives.

ARTICLE IX. COMMITTEES

Section 1. The Board of Representatives shall act through established standing committees and such other committees as may be established by the President. Each committee shall function based on a charter which outlines its purpose, role, and course of action. Each standing committee charter shall be available for review at the Council's Office. Each such charter, including modifications thereto, shall be subject to the approval of the Board of Directors and the President.

- (a) Each committee may collaborate with compatible organizations to establish standards, objectives, and programs to carry out the purposes and objectives of the Corporation, within policies established by the Board of Representatives.
- (b) When there are matters in question that the committee is not able to resolve, it shall consult with the Board of Directors to receive guidance for desirable action.
- (c) The committee chair may choose to govern the committee using the most recent edition of "Robert's Rules of Order".
- (d) For these committees, a quorum shall be a simple majority of the number of members on the committee.

Section 2. The Following permanent committees shall be maintained by the Green Valley Council:

- (a) Citizen Corps/Emergency Planning
- (b) Communication/Public Engagement
- (c) Environmental
- (d) Health and Human Services
- (e) Traffic and Arroyos
- (f) Planning and Architecture
- (g) HOA Relations
- (h) Parks Advisory

Section 3. The President may appoint, at his or her discretion, such additional committees as are deemed necessary, either as standing committees or ad hoc committees. However, each such committee shall be approved by the Board of Directors and formally chartered in accordance with Section 1, above.

Section 4. For the above committees, Committee Chairpersons shall appoint, subject to the approval of the President, members of their committees.

Section 5. There shall be a **Finance Committee** chaired by the Treasurer of the Corporation. The Finance Committee shall consist of the President, the Treasurer, the Executive Director, and a minimum of two (2) additional Representatives who are not members of the Executive Committee. Members of the committee shall be recommended for appointment by the Treasurer with approval by the President. The duties of the committee shall include the completion of the Green Valley Council annual operating budget. The Executive Director shall prepare the preliminary draft of the Green Valley Council annual operating budget for the Finance Committee's consideration. The Finance Committee shall also be charged with:

- (a.) Seeking additional funding sources for the Green Valley Council.
- (b) Giving investment advice and recommendations to the President and Executive Director for Corporate funds.

Section 6. AUDIT COMMITTEE

Section 1. The President of the Green Valley Council shall appoint an **Audit Committee**. The committee shall consist of a Vice President as chair, one additional Board Member, and a minimum of (1) one member from the Board of Representatives. The Audit Committee will review the financial and accounting records provided by the Finance Committee at the end of each calendar year and/or when the position of Treasurer becomes vacant. A written summary report from the Audit Committee will be completed by February 15th of each year and submitted to the Board of Directors and the Board of Representatives at their respective March meetings.

Section 2. The President, Chair of the Audit Committee, or the Executive Director may recommend an independent auditing consultant to the Board of Directors to examine the Green Valley Council's financial accounts at the end of each calendar year, or as deemed necessary. The Board of Directors must approve such a request for audit. A written report by the independent auditing consultant, if required, will be submitted to the Executive Committee and the Board of Representatives for review, within ninety (90) calendar days of the date of completion of the audit.

Section 7. There shall be a **Nominating Committee** for membership on the Board of Directors. The Nominating Committee shall consist of three Members of the Board of Directors appointed by the President.

- (a) In October, the Nominating Committee shall present the slate of potential directors to the Board of Directors for approval. The slate shall then be forwarded to the Board of Representatives in November for its review. In December the Board of Representatives shall vote on the proposed slate.
- (b) If only one person is nominated for an elected office, then in such an event, the election shall be by voice vote of the Representatives present at the meeting.
- (c) If more than one individual is nominated for an office, then an election by ballot must be held. The Secretary shall facilitate the election and appoint a person to tabulate the votes. Should a tie vote for any office occur, the President shall vote to break the tie.
- (d) All new Officers and Directors shall be installed at the January Board of Representatives' meeting.

Section 8. The Green Valley Council President may appoint a **Personnel Committee** consisting of a minimum of four (4) persons; one (1) one Vice President as chairperson, the Executive Director and two (2) committee members, all of whom will be from the Board of Directors. This committee must be confidential in nature and adhere to all applicable provisions of the Privacy Act (of 1974), 5 U.S.C. § 552. The purpose of the Personnel Committee shall be to review personnel policies contained in the existing Personnel Manual and to recommend policy changes where needed. Any recommendations made by this Committee shall be presented to the Board of Directors for their review and consideration. In the event of changes to the existing personnel policy, the Board of Directors shall then direct the Executive Director to implement the recommended changes to personnel policies. A Personnel Committee will serve and create a report during the calendar year 2024. A review of corporate personnel policies shall occur at least every five years thereafter.

ARTICLE IX. ADMINISTRATIVE STAFF

Section 1. The Green Valley Council shall hire an Executive Director who shall be responsible for all administrative functions of the organization. The Executive Director shall faithfully pursue and execute the purpose of the Green Valley Council as stated in the Preface to these By-Laws.

Section 2. The Executive Director shall hire an Office Manager, Administrative Assistants, and other specialized administrative staff as deemed necessary by the Green Valley Council Executive Director. Staff hiring decisions shall be made by the Executive Director with the approval of the President.

Section 3. Administrative Staff

- (a) The administrative staff shall receive a fair and reasonable salary for services rendered.
- (b) The purpose of the staff shall be to support the Office of the Green Valley Council President, the Board of Directors, and the Green Valley Council Committees and Committee Chairpersons. The Administrative Staff will provide the first point-of-contact services to community members and will perform other duties as deemed necessary by the Executive Director.
- (c) Job descriptions for all administrative positions shall be defined by the Green Valley Council Executive Director subject to the approval of the Green Valley Council President.

Section 4. The Executive Director of the Green Valley Council shall be supervised and evaluated by the Green Valley Council President. The President and Executive Director shall annually review the position and performance standards of all the staff of the Green Valley Council.

ARTICLE X. PAYMENT OF FEES AND ASSESSMENTS

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

Section 2. The Green Valley Council conducts no taxable business and is a non-profit business that is organized as a registered Arizona 501(c)(4) corporation.

Section 3. The activities of the Corporation shall be funded by Green Valley Council approved projects and fees assessed against various membership categories and governmental contracts. All such fees and contracts shall be established by the Green Valley Council's Board of Directors before submitting the Annual Operating Budget.

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 31 of that year.

Section 5. In addition to any annual fees, the Board of Representatives may approve at a duly noted monthly meeting a request for special assessments to meet the extraordinary expenses incurred to carry out the aims and purposes of the Corporation. If approved, the purpose for the special assessment must be clearly stated in the billing statement. Such funds shall be collected and segregated to be dedicated specifically to the stated purpose. The method and timing of payment of the special assessment shall be determined by the Board of Representatives when they approve the special assessment. 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. The highest cumulative amount of indebtedness or liability at any given time more than 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 Seventy-Five Thousand Dollars (\$75,000). In the event of leasing or acquiring office space, the sum of One Hundred Fifty Thousand dollars (\$150,000) may be permitted.

Section 7. Newly admitted Homeowner Associations and/or Property Owner Associations that are 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 XI. 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". The corporate seal shall be maintained by the Corporate Secretary.

ARTICLE XII. AMENDMENTS/EFFECTIVE DATE

Section 1. These Bylaws may be amended or restated by an affirmative majority vote of the Board of Representatives, or their Alternates present at any regular meeting or at a special meeting, provided that the proposed amendment shall have been introduced in its proper form at least twenty-eight (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 meeting minutes.

ARTICLE XIII. RULES FOR GOVERNING MEETINGS OF COUNCIL

The rules contained in the current edition of "Robert's Rules of Order," shall govern the Board of Representatives and the Board of Directors in all deliberations which are not otherwise controlled by the Articles of Incorporation and the Bylaws of the Corporation. The Chairperson of each of the Green Valley Council's Committees may choose to follow the rules in the current edition of "Robert's Rules of Order."

As Corporate Secretary I certify that the preceding Thirteen Articles (17 pages) are a true and accurate copy of the restated Corporation Bylaws.



SIGNATURE

Edie Mulesky

Green Valley Council Corporate Secretary

A handwritten signature in black ink, appearing to read "E. Mulesky", is written over the printed name and title. The signature is fluid and cursive, extending to the right with a long horizontal stroke.

SEAL

Seal of Green Valley Council, Inc.

A registered 501(c)(4) corporation