

# GRAND CANYON HOUSING FOUNDATION REGULAR MEETING AGENDA

PURSUANT TO A.R.S. § 38-431.02 & §38-431.03

Wednesday, January 18, 2017 at 5:00pm

Tusayan Town Hall Building

845 Mustang Drive, Tusayan Arizona

Pursuant to A.R.S. § 38-431.02, notice is hereby given to the members of the Grand Canyon Housing Foundation and to the public that the Grand Canyon Housing Foundation will hold a meeting open to the public on Wednesday, January 18, 2017 at the Tusayan Town Hall Building. If authorized by a majority vote of the Grand Canyon Housing Foundation, an executive session may be held immediately after the vote and will not be open to the public. The Grand Canyon Housing Foundation may vote to go into executive session pursuant to A.R.S. § 38-431.03. A.3 for legal advice concerning any matter on the agenda, including those items set forth in the consent and regular agenda sections. The Grand Canyon Housing Foundation may change, in its discussion, the order in which any agenda items are discussed during the meeting.

Persons with a disability may request a reasonable accommodation by contacting the Grand Canyon Housing Foundation Executive Director at (928) 638-9909 as soon as possible.

*As a reminder, if you are carrying a cell phone, electronic pager, computer, two-way radio, or other sound device, we ask that you silence it at this time to minimize disruption of today's meeting.*

## GRAND CANYON HOUSING FOUNDATION REGULAR MEETING

### 1. CALL TO ORDER AND PLEDGE OF ALLEGIANCE

### 2. ROLL CALL (*Board Members may attend by telephone*)

AL MONTOYA      JOHN RUETER      CRAIG SANDERSON  
JOHN SCHOPPMANN      BECKY WIRTH

### 3. CALL TO THE PUBLIC FOR ITEMS NOT ON THE AGENDA

*Members of the public may address the Board on items not on the printed agenda. The Board may not discuss, consider or act upon any matter raised during public comment. Members of the audience who wish to speak to the Board on an item listed as Public Hearing should complete a Request to Speak Card and turn it into the Executive Director. Comments will be limited to three minutes per person.*

### 4. CONSENT AGENDA

*Items on the consent agenda are routine in nature and will be acted on with one motion and one vote. Members of the Board or staff may ask the Chair to remove any item from the consent agenda to be discussed and acted upon separately.*

### 5. ACTION ITEMS

- A. Consideration, discussion, and possible selection of a Board Chair
- B. Consideration, discussion, and possible selection of a Board Vice Chair
- C. Consideration, discussion, and possible selection of a Board Secretary
- D. Consideration, discussion, and possible selection of a Board Treasurer
- E. Consideration, discussion, and possible selection of Executive Director
- F. Consideration, discussion, and possible approval of Housing Authority By-Laws
- G. Consideration, discussion, and possible approval of Conflict of Interest Statement

### 6. DISCUSSION ITEMS

### 7. FUTURE AGENDA ITEMS

### 8. MOTION TO ADJOURN

#### CERTIFICATION OF POSTING OF NOTICE

The undersigned hereby certifies that a copy of the foregoing notice was duly posted at the General Store in Tusayan, Arizona on this \_\_\_\_\_ day of January 2017, at \_\_\_\_\_ am / pm in accordance with the statement filed by the Grand Canyon Housing Foundation.

\_\_\_\_\_  
Signature of person posting the agenda

Item 6F

**BYLAWS OF  
GRAND CANYON HOUSING FOUNDATION, INC.**

**Adopted January 18, 2017**

**GRAND CANYON HOUSING FOUNDATION, INC.**  
**BYLAWS**

**ARTICLE I.**  
**OFFICES**

The principal office of the corporation shall be located at 845 Mustang Drive, Tusayan, AZ 86023. The corporation may have such other offices, either within or outside Arizona, as the board of directors may designate or as the affairs of the corporation may require from time to time.

**ARTICLE II.**  
**MEMBERS**

The corporation shall have no members.

**ARTICLE III**  
**BOARD OF DIRECTORS**

Section 3.1 General Powers. The business and affairs of the corporation shall be managed by its board of directors, except as otherwise provided in the Arizona Nonprofit Corporation Act, the articles of incorporation or these bylaws.

Section 3.2 Number; Election; Tenure and Qualifications. The members of the Town Council of the Town of Tusayan, Arizona shall serve as the board of directors of the corporation. The number of directors of the corporation shall be the same as the number of members of the Town Council of the Town of Tusayan, Arizona, and each director of the corporation shall serve until such time as he or she is no longer a member of the Town Council. Because a vacancy of the Town Council will create a vacancy on the board of directors, the replacement director shall be the replacement Town councilmember chosen in the manner provided by law.

Section 3.3 Compensation. Directors shall not receive compensation for their services to the corporation as such, although the reasonable expenses of directors of attendance at board meetings may be paid or reimbursed by the corporation. Directors shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the corporation in any other capacity.

Section 3.4 Executive and Other Committees. By one or more resolutions adopted by a majority of the directors then in office, the board of directors may designate from among its members an executive committee and one or more other committees, each of which, to the extent provided in the resolution establishing such committee, shall have and may exercise all of the authority of the board of directors, except as prohibited by A.R.S. § 10-3825. The delegation of authority to any committee shall not operate to relieve the board of directors or any member of the board from any responsibility imposed by law. Rules governing procedures for meetings of any committee of the board shall be as established by the board of directors, or in the absence thereof, by the committee itself.

Section 3.5 Powers and Duties. All corporate powers of the corporation shall be exercised by or under the authority of the Board of Directors. The Board of Directors may exercise all such

**GRAND CANYON HOUSING FOUNDATION, INC.**  
**BYLAWS**

powers of the corporation and do all such lawful acts and things as permitted by statute, by the Articles, and by these Bylaws. In addition to such powers authorized by other provisions of the Bylaws, the Board may, without limitation, do all of the following:

- 3.5.1 Elect Officers of the Board;
- 3.5.2 Approve an annual budget of revenues and expenditures;
- 3.5.3 Oversee fundraising programs and activities to ensure such programs and activities are consistent with the Articles, these Bylaws or applicable state and federal law and regulations;
- 3.5.4 Enter into agreements permitted by the Articles to conduct lawful business of the corporation as defined in the Articles;
- 3.5.5 Adopt policies, rules and procedures for the administration and operation of the corporation; provided, however, that such policies, rules and procedures may not be inconsistent with the Articles, these Bylaws or applicable state and federal law and regulations;
- 3.5.6 Retain the services of legal counsel, actuaries, auditors, engineers, private consultants, administrators and advisors as the Board deems necessary in order to carry out the business and purposes of the corporation;
- 3.5.7 Purchase, lease or rent any real and personal property it deems necessary;
- 3.5.8 Enter into a financial services agreement with banks and issue checks in the name of corporation; and
- 3.5.9 Retain and oversee necessary staff and/or volunteers to carry out the purposes of the corporation, including but not limited to retention of an Executive Director to oversee and manage the daily operations of the corporation.

**ARTICLE IV**  
**MEETINGS**

Section 4.1 Regular Meetings. An annual meeting of the board of directors shall be held during the month of January at the time, day and place designated in the meeting notice as determined by the board for the purpose of electing officers and for the transaction of such other business as may come before the meeting.

Section 4.2 Special Meetings. Special meetings of the board of directors may be called by or at the request of the president or any two directors. The person or persons authorized to call special meetings of the board of directors may fix any place as the place for holding any special meeting of the board called by them. Notice must be provided in accordance with Section 4.3.

**GRAND CANYON HOUSING FOUNDATION, INC.**  
**BYLAWS**

Section 4.3 Notice. Notice of each meeting of the board of directors stating the place, day and hour of the meeting shall be provided to each director at least two days prior to the meeting. Except as otherwise provided herein, notices to the Directors may be by telephone, email, facsimile transmission or in writing and delivered personally or mailed to the Directors at their addresses appearing on the books of corporation. Notice by mail shall be deemed effective when the same shall be mailed postage prepaid to such addresses. Notice by personal delivery shall be deemed effective upon delivery. In all other cases, notices shall be deemed effective upon transmission

Any individual notice required to be given under the provisions of applicable law, the Articles or these Bylaws may be waived in writing either before or after the event requiring such notice, provided such waiver is signed by the person or persons entitled to such notice. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the board of directors need be specified in the notice or waiver of notice of such meeting unless otherwise required by statute.

Section 4.4 Quorum and Voting. Unless otherwise required by the Arizona Non-profit Corporation Act (A.R.S. Section 10-3101 *et seq.*, as may be amended), a majority of the directors shall constitute a quorum for the transaction of business at any meeting of the board of directors, and the vote of a majority of the directors present in person at a meeting at which a quorum is present shall be the act of the board of directors. If less than a quorum is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be present. No director may vote or act by proxy at any meeting of directors.

Section 4.5 Meetings by Telephone. Members of the board of directors or any committee thereof may participate in a meeting of the board or committee by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

Section 4.6 Action Without a Meeting. Any action required or permitted to be taken at a meeting of the directors or any committee thereof may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors or committee members entitled to vote with respect to the subject matter thereof. Such consent (which may be signed in counterparts) shall have the same force and effect as a unanimous vote of the directors or committee members.

**ARTICLE V.**  
**OFFICERS AND AGENTS**

Section 5.1 Number and Qualifications. The elected officers of the corporation shall be a president, a vice-president, a secretary and a treasurer. The board of directors may also appoint such other officers, assistant officers and agents, including an executive director, a controller, assistant secretaries and assistant treasurers, as it may consider necessary. One person may hold more than one office at a time. Officers need not be directors of the corporation. All officers

**GRAND CANYON HOUSING FOUNDATION, INC.**  
**BYLAWS**

must be at least eighteen years old.

**Section 5.2 Election and Term of Office.** The officers of the corporation shall be elected by the board of directors at each regular annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon as convenient thereafter. Each officer shall hold office until the officer's successor shall have been duly elected and shall have qualified or until the officer's earlier death, resignation, or removal.

**Section 5.3 Compensation.** The compensation of the officers, if any, shall be as fixed from time to time by the board of directors, and no officer shall be prevented from receiving a salary by reason of the fact that such officer is also a director of the corporation.

**Section 5.4 Removal.** Any officer or agent may be removed by the board of directors whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not in itself create contract rights.

**Section 5.5 Vacancies.** Any officer may resign at any time, subject to any rights or obligations under any existing contracts between the officer and the corporation, by giving written notice to the president or to the board of directors. An officer's resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A vacancy in any office, however occurring, may be filled by the board of directors for the unexpired portion of the term.

**Section 5.6 Authority and Duties of Officers.** The officers of the corporation shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the president, the board of directors or these bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

(a) **President.** The president shall, subject to the direction and supervision of the board of directors, (i) be the chief executive officer of the corporation and have general and active control of its affairs and business and general supervision of its officers, agents and employees; (ii) preside at all meetings of the board of directors; (iii) see that all orders and resolutions of the board of directors are carried into effect; and (iv) perform all other duties incident to the office of president and as from time to time may be assigned to the president by the board of directors.

(b) **Vice-President.** The vice-president shall assist the president and shall perform such duties as may be assigned to them by the president or by the board of directors. The vice-president shall, at the request of the president, or in the president's absence or inability or refusal to act, perform the duties of the president and when so acting shall have all the powers of and be subject to all the restrictions on the president.

(c) **Secretary.** The secretary shall (i) keep the minutes of the proceedings of the board of directors and any committees of the board; (ii) see that all notices are duly given in

**GRAND CANYON HOUSING FOUNDATION, INC.**  
**BYLAWS**

accordance with the provisions of these bylaws or as required by law; (iii) be custodian of the corporate records and of the seal of the corporation; and (iv) in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to the secretary by the president or by the board of directors. Assistant secretaries, if any, shall have the same duties and powers, subject to supervision by the secretary.

Section 5.7 Delegation of Duties. Whenever an officer is absent or whenever for any reason the Board of Directors may deem it desirable, the Board may delegate the powers and duties of an officer to any other officer or officers or to any Director or Directors.

**ARTICLE VI.**  
**INDEMNIFICATION**

To the fullest extent permitted by law, directors, officers, employees or agents of the corporation shall be indemnified by the corporation in accordance with the provisions of Title 10, Chapters 24-40, Arizona Revised Statutes, as the same exists or hereafter may be amended.

**ARTICLE VII.**  
**DISSOLUTION**

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the corporation, dispose of all its assets exclusively for the purposes of the corporation in such a manner, or to such organizations organized and operated exclusively for charitable, educational, religious or scientific purpose as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the United States Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Laws) as the Board of Directors shall determine.

**ARTICLE VIII.**  
**MISCELLANEOUS**

Section 8.1 Account Books. Minutes. Etc. The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its board of directors and committees. All books and records of the corporation may be inspected by any director, or that director's authorized agent or attorney, for any proper purpose at any reasonable time.

Section 8.2. Fiscal Year. The fiscal year of the corporation shall be established by the board of directors.

Section 8.3 Conveyances and Encumbrances. Property of the corporation may be assigned, conveyed or encumbered by such officers of the corporation as may be authorized to do so by the board of directors, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease or other disposition of all or substantially all of the property and assets of the corporation shall be authorized only in the manner prescribed by applicable statute.



**GRAND CANYON HOUSING FOUNDATION, INC.**  
**BYLAWS**

Section 8.4 Designated Contributions. The corporation may accept any designated contribution, grant, bequest or devise consistent with its general tax-exempt purposes, as set forth in the articles of incorporation. As so limited, donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, the corporation shall reserve all right, title and interest in and to and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any such special fund, purpose or use. Further, the corporation shall acquire and retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used to carry out the corporation's tax-exempt purposes.

Section 8.5 Conflicts of Interest. The corporation shall comply with the conflict of interest policy adopted at a duly called meeting. The corporation may amend or revise the policy from time to time as necessary. Further, any person who is a director or officer of the corporation shall be subject to A.R.S. § 38-501 *et seq.* and A.R.S. § 10-3202(B)(2) (as each of those statutes may be amended).

Section 8.6 Loans to Directors and Officers Prohibited. No loans shall be made by the corporation to any of its directors or officers. Any director or officer who assents to or participates in the making of any such loan shall be liable to the corporation for the amount of such loan until it is repaid.

Section 8.7 References to Internal Revenue Code. All references in these bylaws to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any subsequent federal tax laws.

Section 8.8 Amendments. The power to alter, amend or repeal these bylaws and adopt new bylaws shall be vested in the board of directors by a two-thirds vote.

Section 8.9 Severability. The invalidity of any provision of these bylaws shall not affect the other provisions hereof, and in such event these bylaws shall be construed in all respects as if such invalid provision were omitted.

**BYLAWS CERTIFICATE**

The undersigned certifies that he is the Secretary of Tusayan Non-Profit Housing, Inc., an Arizona nonprofit corporation, and that, as such, he is authorized to execute this certificate on behalf of said corporation, and further certifies that attached hereto is a complete and correct copy of the presently effective bylaws of said corporation.

Dated this \_\_\_\_ day of January, 2017

\_\_\_\_\_  
GCHF Secretary

**Item 6G**

# **Grand Canyon Housing Foundation, Inc Conflict of Interest Policy**

## **Article I Purpose**

The purpose of the conflict of interest policy is to protect this Grand Canyon Housing Foundation, Inc.'s ("Organization") interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

## **Article II Definitions**

### **1. Interested Person**

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

### **2. Financial Interest**

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

## **Article III Procedures**

### **1. Duty to Disclose**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

## **Grand Canyon Housing Foundation, Inc Conflict of Interest Policy**

### **2. Determining**

Whether a Conflict of Interest exists after disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

### **3. Procedures for Addressing the Conflict of Interest**

a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

### **4. Violations of the Conflicts of Interest Policy**

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

### **Article IV Records of Proceedings**

The minutes of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any

## **Grand Canyon Housing Foundation, Inc Conflict of Interest Policy**

action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

### **Article V Compensation**

a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

### **Article VI Annual Statements**

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

### **Article VII Periodic Reviews**

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

**Grand Canyon Housing Foundation, Inc**  
**Conflict of Interest Policy**

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

**Article VIII**  
**Use of Outside Experts**

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Adopted January 18, 2017.