

**VILLAGES OF PIEDMONT HOMEOWNERS ASSOCIATION, INC.  
ADMINISTRATIVE RESOLUTION NO. 1**

**Committees Generally**

**WHEREAS**, Article X of the Bylaws of the Villages of Piedmont Homeowners Association assigns to the Board of Directors (“Board”) the authority to appoint committees as deemed appropriate in carrying out its purposes; and

**WHEREAS**, it is in the interest of the members of the Association to have committees whose purpose is to assist the Board in the review of policy and provide recommendation to the Board on issues of interest to the Board and the members of the Association; and

**WHEREAS**, the Board has identified the need to ensure all committees operate consistently and in accordance with generally accepted procedures;

**NOW THEREFORE LET IT BE RESOLVED**, that the following operating procedures be adopted for all committees:

**A. GENERAL**

1. **Appointment of Committee Members:** Association members in good standing are nominated to and appointed by the Board and serve at the pleasure of the Board.
2. **Committee Size:** Unless specified otherwise by the Board, committees will consist of a minimum of three (3) members. Each committee shall determine the number of members and will strive to have a representative balance of single family and townhouse owners.
3. **Types of Committees:** Committees established by the Board shall be either Ad Hoc committees or standing committees. Ad Hoc committees shall be formed for special purposes and when the purpose has been completed, the committee shall automatically be dissolved. Standing committees shall be established for the purpose of transacting the regular long-term business of the Association and shall serve in an on-going capacity until dissolved by action of the Board where permitted by the documents. It is the intent of this document to have equal representation of single family and townhouse unit owners, where possible, on all standing committees.
4. **Terms of Members:** Members of standing committees shall serve staggered three (3) year terms; Ad Hoc committee members shall serve as determined by the Board. The terms of standing committee members shall be decided amongst the members at the first organizational meeting of each committee following adoption of this document.
5. **Removal of Committee Members; Vacancies; Resignation:** Any committee member may be removed from office, with or without cause, by a majority vote of the Board. The Board may also declare a committee position vacant due to an absence of a member or his/her failure to assume his/her duties of the position. Vacancies shall exist when a committee member, without good cause, fails to attend three (3) consecutive meetings. The committee shall notify the Board, through the Managing Agent, of all such vacancies. Any committee member may resign at any time by giving written notice to the Board. Such resignation shall take effect on the day of the receipt of such notice or at any later time specified therein. The acceptance of such resignation shall not be necessary to make it effective.
6. **Committee Chairperson:** The committee members shall elect from among the committee membership a chairperson in accordance with Section B, Paragraph 1 below. In the event the

committee fails to do so, the Board reserves the right to appoint the chairperson.

7. **Quorum; Voting:** The majority of the members of the committee shall constitute a quorum for the transaction of business. Every act or decision done or made by the majority of the members present at a duly held meeting at which a quorum is present shall be regarded as an action of the committee. No member of the committee can sign a proxy to another committee member or homeowner to act or vote on behalf of the member in any meeting of the committees.
8. **Meetings:** Standing committees shall establish regularly scheduled meetings. The committee shall provide to the Board of Directors a calendar of all regular meeting dates, times and places. Generally, standing committees will meet monthly; however, in any case, shall meet as often as necessary to complete its assigned responsibilities. All meetings of committees, to the extent provided by law, shall submit notice and be open to the members of the Association.
9. **Annual Budgets:** If applicable, develop and deliver to the Board the proposed budget for Committee activities at a time directed by the Board.
10. **Annual Report:** Each committee will prepare and file with the Board an annual report showing a summary of the activities of the preceding twelve months. The annual report shall be delivered to the Board, through the Managing Agent, prior to the Annual meeting of the members of the Association.
11. **Association Funds:** No committee of the Association may spend, commit or encumber the funds of the Association without express authorization of the Board of Directors. All approved contracts and other expenditures shall be coordinated through the Managing Agent.
12. **Association Property:** All papers, records, files, supplies, equipment and property acquired by the Association committees, whether obtained by gift or purchase, belong to the Association. The committee secretary, or in his/her absence, the chairperson, shall be the custodian of this property as described in Section B below.
13. **Additional Procedures:** A standing committee may adopt rules and procedures to guide the conduct of its affairs provided they are consistent with the governing documents of the Association and this Resolution, subject to the approval of the Board.
14. **Confidentiality:** Committee members of the Villages of Piedmont Homeowners Association, Inc. are bound by ethical and legal codes to protect the confidentiality and privacy of Owners, residents and guests. All committee members shall protect and maintain the confidentiality of all information learned about owners/residents, their family members and acquaintances obtained in the course of serving on any committee. Confidential communications include conversations, reports, forms, correspondence, and computer generated communications with, about or involving in any way any Member or resident of the Villages of Piedmont.

## **B. COMMITTEE OFFICERS**

1. **Election; Officers:** Each committee shall nominate and elect a chairperson (if not appointed by the Board), vice-chairperson, and secretary at the committee meeting immediately following the annual meeting of the members of the Association. The names of the persons elected to such offices shall be presented to the Board through the Managing Agent for Board approval. All officers shall serve for a one (1) year term which shall expire at the close of the annual meeting of the members of the Association in the following year or unless the Board extends their term to allow for the appointment of their successors.

2. **Chairperson:** The duties and responsibilities of the chairperson shall be as follows:
  - a. Designate the time and place of the meeting and call the meeting to order and conduct the meeting.
  - b. Act as a liaison between the Committee, other Committees, the Board, and the Managing Agent, including notice of all activities to the Newsletter and Web Site Coordinators for distribution via the newsletter and web site.
  - c. Be present at all Committee meetings and Board meetings at which a report of activities shall be presented.
  - d. Forward all recommendations and such to the Board through the Managing Agent.
  - e. Present a summary of the Committee annual report at the Annual meeting of the Association.
  
3. **Vice-Chairperson:** The duties and responsibilities of the vice-chairperson shall be as follows:
  - a. Assist the chairperson during the Committee meetings and with other assignments as directed by the chairperson.

In the absence of the chairperson, perform the duties described in Paragraph 2 above.
  
4. **Secretary:** The duties and responsibilities of the secretary shall be as follows:
  - a. Record and keep comprehensive and complete minutes of all Committee meetings.
  - b. Forward the minutes to the Committee members and Board, through the Managing Agent.
  - c. Maintain a current roster of all members of the Committee and submit such names, addresses, e-mail addresses and phone numbers to the Board through the Managing Agent.
  - d. Serve as the custodian of all Association property, insuring it is used for the benefit of the Association and is protected from loss. At the end of the secretary's term of office, render an accounting of the property held by him/her and deliver the accounting and the property to the Committee. In the secretary's absence or failure to act, the chairperson shall assume these responsibilities.
  - e. In the absence of the chairperson and vice chairperson, perform the duties described in Paragraph 2 above.
  
5. **Other Officers:** Each Committee may establish such other officers as it may desire and select or appoint its own members to fill such positions subject to the approval of the Board.
  
6. **Restrictions:** The same person shall not serve as chairperson and secretary on the same committee.