

SADDLEBROOKE VILLAS ASSOCIATION OPERATIONAL POLICIES AND PROCEDURES

COMMITTEE GUIDELINES POLICY

WHEREAS, Section 10-3825 of the Arizona Non-Profit Corporation Act gives authority to the Villas Association Board of Directors (the Board) to create one or more committees; and,

WHEREAS, Article 3 (h) of the Villas Association Declaration grants the Board the right to establish and amend from time to time Operational Policies and Procedures; and, Article III, Section 15 of the Villas Association Bylaws grants the Board the authority to “. . .appoint committees of the Villas Board, which committees shall have the powers and authority designated in the resolution or charters establishing them.”; and,

WHEREAS, The Board wishes to establish Guidelines for the operation and conduct of its committees;

NOW THEREFORE, Be it resolved that the following general Guidelines and Operational Policies and Procedures for committees be adopted:

1. MANNER OF OPERATION

Each committee shall exist in perpetuity unless abolished by the Board. The Committee shall serve in an advisory capacity to the Board and may take no actions without prior approval of the Board. Each committee shall conduct its business in accordance with the procedures set forth in the Governing Documents of the Villas Association and/or the resolution of the Board creating such committee. The committees are charged with maintaining a constant awareness of the legal obligations, risks and responsibilities of the Association, and with the rights of homeowners and residents of the SaddleBrooke Villas Association. All committees shall advise the Board regarding the recommendations of the committee through written reports and the submission of its meeting minutes to the Board and to its Managing Agent.

2. COMMITTEE MEMBERS

The members of each committee shall be members of the Villas Association and shall be members in good standing throughout the term of office. The number of members serving on the committee shall be at the discretion of the Chairperson in order to accomplish the duties and responsibilities of the committee, or as defined in the Charter or the Board approved resolution creating the committee.

3. EX-OFFICIO MEMBERS

The President of the Board may be a non-voting ex-officio member of all committees and sub-committees. One member of the Board shall be designated as the Board liaison for each committee and shall serve in a non-voting capacity.

4. COMMITTEE CHAIRPERSON AND COMMITTEE MEMBERS; TERMS OF OFFICE

The chairperson of each committee and all committee members shall be appointed by the Board each February following the annual meeting to serve a term of, but not limited to, one (1) year, at the pleasure of the Board. If the chairperson resigns, the Board shall appoint a successor after consultation with the remaining committee members. If a committee member resigns, the chairperson shall make a recommendation for a replacement subject to approval by the Board. The chairperson or their designee shall preside over and chair all committee meetings following Robert's Rules of Order, as identified in Article II, Section 7 of the Villas Association Bylaws. The chairperson or their designee shall give a verbal report at each Villas Board Meeting.

5. SUB-COMMITTEES

The chairperson of each committee shall have the authority to appoint sub-committees for specified projects and objectives not inconsistent with the purpose and duties of the committee as defined in the Charter. The committee chairperson shall advise the Board of the intent to create a sub-committee and describe the purpose, projects and objectives of the sub-committee. Members of the sub-committee need not be members of the committee but shall be members in good standing of the Villas Association and shall serve for the time required to complete their assignment. Such sub-committees shall report their recommendations to the committee and may not act independently of the committee or the Board.

6. SECRETARY

The chairperson of each committee and sub-committee shall appoint a secretary to keep minutes for the use of the committee. It is the responsibility of the secretary to prepare and provide such minutes of each committee meeting to the Board and to the Managing Agent for the Villas Association in advance of the next regularly scheduled Board meeting.

7. COMMITTEE CHARTERS

The Purpose, Areas of Responsibility and Specific Duties of all committees shall be outlined in their specific charters and/or by the resolution of the Board creating such committee. All committees shall use the attached pro-forma charter format for approval by the Board. Some committees may also require in the charter certain qualifications for committee members. Committees may develop, for approval by the Board, Guidelines/Policies and Procedures to delineate and clarify for its members the duties, responsibilities or unique aspects of the committee.

8. MEETINGS

All meetings of the committees of the Villas Association shall be open to any member of the Association in good standing. The chairperson of the committee shall allow input from members at designated times during the meeting. Meetings of all permanent committees shall be held at least once each quarter, more often as necessary to carry out the duties and assignments of the committee, at the discretion of the chairperson or the President of the Board.

9. QUORUM

A simple majority of the committee members shall constitute a quorum to transact business of the committee. An act of the majority of the committee members present, or by telephone contact, at any meeting shall be deemed to be the act of the committee.

10. REQUESTS AND RECOMMENDATIONS TO THE BOARD

Requests or recommendations to the Board shall be in written format and shall include:

- The purpose of the request.
- Financial impact on the Villas Association Budget.
- Cost Savings, financial benefit and/or benefit to members of the Villas Association.

11. CONFLICT OF INTEREST

Any member of a committee of the Villas Association, who could reasonably be expected to benefit in a direct and substantial way from the possible outcome of the committee action under discussion, must disclose each time it is discussed that he/she has such an interest and abstain from discussion and voting on any motion affecting that interest.

12. COMMITTEE EXPENSES

Per the Villas Association Bylaws, committee members may be reimbursed for actual and direct minor expenses incurred in connection with its duties on behalf of the Association. Such reimbursements may include mileage for specific traveling, copying small volumes of materials, postage for small mailings, and miscellaneous minor expenses. The committee chair shall approve such expenses. Requests for reimbursement shall include the appropriate documentation for the expense incurred. The committee chair shall forward the expense documentation to the Treasurer for payment.

13. SPECIAL AND AD-HOC COMMITTEES

The Board may, as required, create or dissolve such other Special or Ad-Hoc committees to serve specified purposes and duties as deemed necessary by resolution of the Board.

Adopted by the Villas Association Board of Directors on July 1, 2005

(DRAFT CHARTER FORMAT)

**SADDLEBROOKE VILLAS ASSOCIATION
(NAME) COMMITTEE CHARTER**

I. PURPOSE

II. PRIMARY RESPONSIBILITIES

III. SPECIFIC DUTIES

Adopted by the Villas Association Board of Directors on July 1, 2005