

## VILLAGES OF WESTCREEK OWNERS ASSOCIATION, INC. ("ASSOCIATION")

### Administrative Resolution No. 5

#### COVENANTS COMMITTEE TERMS OF REFERENCE

WHEREAS, Article XIII, Section 13.02 of the BYLAWS directs the Board of Directors ("BOARD") to exercise for the ASSOCIATION the powers to designate one or more committees; and

WHEREAS, the BOARD deems it necessary to create a standing committee to assist the BOARD in monitoring and enforcing compliance to the BYLAWS, the ARTICLES OF INCORPORATION, or the VILLAGES OF WESTCREEK DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS ("PROJECT DOCUMENTS") and the BOOK OF RESOLUTIONS;

NOW THEREFORE BE IT RESOLVED BY UNANIMOUS CONSENT IN WRITING THAT a standing COVENANTS COMMITTEE be established, having the following terms of reference:

#### **RESPONSIBILITY**

The primary responsibility of the COVENANTS COMMITTEE is to advise and assist the BOARD in monitoring and enforcing compliance by MEMBERS with the provisions of the PROJECT DOCUMENTS and this BOOK OF RESOLUTIONS.

In fulfilling its responsibility, the COVENANTS COMMITTEE performs functions which include, but are not necessarily limited to the following:

1. Review and evaluation of existing rules and regulations and proposal of modifications or additions to them with supporting rationale included in the proposal.
2. Categorizing and indexing on one master list all rules and restrictions from both the PROJECT DOCUMENTS and the BOOK OF RESOLUTIONS as they apply to the Owners Association.
3. Monitoring compliance with and, subject to appeal to the BOARD, enforcement of the provisions of the PROJECT DOCUMENTS and the BOOK OF RESOLUTIONS, in accordance with POLICY RESOLUTION NO. 4 (Special Resolutions).

#### **MANNER OF ORGANIZATION**

1. Membership - The COVENANTS COMMITTEE shall consist of a Chair and any other members of the ASSOCIATION who wish to serve. Any MEMBER may join the Committee by attending two out of three successive Committee meetings and maintaining regular attendance thereafter. The Secretary-Treasurer of the Committee is responsible for maintaining a roster of Committee members. All Committee members shall be members of the ASSOCIATION.

2. Term - The Chair shall serve a one-year term.

3. Chair - At the first regular meeting of the COVENANTS COMMITTEE following its creation, the President of the BOARD will appoint a Chair. The Committee may then elect an alternate chair from among its members.

4. Vacancies - The BOARD may remove a chair with or without cause. The Committee may vote to remove its chair upon show of good cause. Vacancies created by either of the above or by

death or by resignation of the chair, shall be filled by the alternate chair, and the Committee will elect a new alternate.

5. Secretary-Treasurer. The Chair will designate a Secretary-Treasurer from among the members of the Committee. The Secretary-Treasurer shall be responsible for keeping the Committee membership roster, recording minutes of all Committee meetings and in general, maintaining written documentation on Committee decisions and activities. Further, the Secretary-Treasurer shall keep a record of funds expended under the Committee's allocation from the BOARD.

6. Subcommittees. From time to time the Committee may create from among its membership such subcommittees as it deems necessary and desirable, so long as each subcommittee has specific goals and objectives approved by the Committee. The Committee Chair may form a subcommittee by appointing volunteers from the standing committee. The subcommittee will elect its own chair. If the subcommittee chair is absent from two successive meetings, the subcommittee may elect a new chair and promptly notify the standing Committee chair of the change.

### **MANNER OF OPERATION**

The COVENANTS COMMITTEE shall conduct its business in strict accordance with the procedures set forth in POLICY RESOLUTION NO. 4 and in the interest of the ASSOCIATION. The committee is charged with maintaining a constant awareness of the legal obligations, risks and responsibilities of the ASSOCIATION. With regards to the rights of MEMBERS of the VILLAGES OF WESTCREEK OWNERS ASSOCIATION, INC. and RESIDENTS of the VILLAGES OF WESTCREEK, the Committee may take no actions other than those enabled in POLICY RESOLUTION NO. 4 without prior permission of the BOARD and recorded in the minutes of the ASSOCIATION.

### **DUTIES OF THE COMMITTEE**

The Duties of the standing COVENANTS COMMITTEE include the following:

1. Electing the alternate chair;
2. Assessing conditions and needs in the area of its responsibility;
3. Adopting goals and objectives and establishing priorities for Committee and subcommittee activities;
4. Proposing guidelines to the BOARD relative to its area of responsibility
5. Reviewing Committee terms of reference;
6. Developing Committee budget requests;
7. Taking such actions as directed by the BOARD.

Duties of the Chair include the following:

1. Coordinating and supervising the Committee activities and meetings to assure that Committee responsibilities are met;

2. Preparing Committee reports for submission to the BOARD;
3. Reviewing the budget with Committee Secretary-Treasurer to assure that funds are spent as allocated and to determine adjustments;
4. Establishing such subcommittees necessary, determining their purpose and appointing members
5. Reviewing and evaluating subcommittee activities to determine if need exists for their services.
6. Assuring that meetings of the Committee are held as follows:
  - (a) Regular meetings of the full standing Committee shall be held at least once each quarter or more often as necessary to carry out assignments and responsibilities. The purpose of at least one full Committee meeting is to hear and review the Committee's budget and policy recommendations and to integrate them into one Committee proposal to be submitted through the Chair to the Finance Committee
  - (b) Subcommittees will meet at least monthly for as long as it takes them to complete their tasks.
  - (c) Voting will be done by simple majority; in the event of a tie, a member of the BOARD may cast the decisive vote.

Reporting and Channels of Communication will be done as follows:

1. The Committee shall, through its Chair, submit to the BOARD, written reports on a regular basis. Such reports shall include at least the following:
  - (a) Summary of activities during past period;
  - (b) Problems encountered and assistance requested;
  - (c) Number of members at last meeting;
  - (d) Plans for coming months;
  - (e) Itemized listing of income and expenditures;
  - (f) Recommendations and proposals with rationale.
2. The Committee Secretary shall prepare and submit minutes of committee meetings.
3. Verbal requests for information or assistance may be transmitted from the subcommittee chair to the Committee Chair and from there to the appropriate party and back, unless other channels have been directed by the BOARD.

IN WITNESS WHEREOF, THE UNDERSIGNED HAVE EXECUTED THIS CONSENT AS OF

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