

Hot Springs Village
Property Owners' Association
April 20th, 2020; 2:00 p.m.
Special Meeting Called:
Chair Diana Podawiltz Presiding

Item 10: Bylaws Article XI "Officer Job Descriptions"

Action: To Approve and Adopt

Motion: I move to approve and adopt the restatement of Sections 2-5 of "as presented on this day of April 20th,2020.

Foundation:

As a working Board, we are taking much more seriously what has to be done to assure that Hot Springs Village not only survives, but thrives. That said, we have restated our Officer's Job Descriptions based on the many corrections we see needed in governing and Staff Oversight.

These job descriptions are also run in the Policy guide but do not agree on many items, therefore, an additional scrub will have to take place for the bylaws and Policies to agree, which is likewise the issue with the CEO's Job Description - not only does Section 6 in the bylaws **not** mirror the Policy Guide, but the job description referenced in her Contract does **not** as well.

More work needed here but suffice to say, our Bylaws now reflect the reality of responsibility going forward of the four Officer's positions, i.e., Chair, Vice Chair, Corporate/Board Secretary, and Corporate/Board Treasurer.

See restatement attached

Restatement of Article XI, sections 2-5 "Officer's Job Descriptions"

Section 2. Chair. The Chair shall be elected from among the members of the Board of Directors and will preside at all meetings of the membership and Board. Externally, the Chair (or her/his assignee) shall represent the Hot Springs Village Property Owners Association when called upon from time to time by Gatherings of Groups, Clubs, Organizations, Governmental Agencies or Dignitaries both locally, regionally and in the state of Arkansas, and otherwise be the "Face of Hot Springs Village."

Expectations of the Chair include, but are not limited to, possessing a(n):

- a) Strong and compassionate desire to lead;
- b) Comprehensive understanding of the Association's Financials;
- c) Dedication of duty of Fiduciary Responsibilities to the Membership;
- d) Commitment to work collaboratively with her/his fellow Directors and Corporate Officers;
- e) Devotion to share information and insight with the Board as a whole, however, especially with The Vice Chair, should he/she be called upon to fill the role of the Chair;
- f) Authentic working relationship as the primary manager of the GM/CEO, particularly ensuring the Annual Village Goals and Objectives are (1) understood, (2) fulfilled;
- g) Allegiance to listen, consider and advocate the needs and wishes of all Hot Springs Village Property Owners, both residents and non-residents alike;
- h) Loyalty to honor and uphold, to the best of his/her ability, Hot Springs Village - the Consummate Active Adult Lifestyle Gated Community in America – as a financially sound, successfully viable, and self-sustaining natural wonder.

Section 3. Vice Chair. The Vice Chair shall be elected from among the members of the Board of Directors. In the absence of the Chair, or in the event of his/her death, or inability to act, the Vice Chair shall faithfully accept the duties, responsibilities and commitments of the Chair, as stated in Section 2. above. The Vice Chair shall also assist the Chair in her/his performance of same, as well as accept the duties of Corporate/Board Secretary in the case of her/his absence.

Perform all of the duties incident to the office of Vice Chair and such other duties as from time to time may be assigned to him/her by the Chair or by the Board of Directors.

Section 4. Corporate/Board Secretary. The Secretary shall be elected by the members of the Board of Directors. If the Secretary is not a Director, as a Corporate Officer, she/he is an Ex-officio/non-voting Board Member with all the duties, responsibilities, and commitments of a Director/Board Member. The Secretary is the recording Officer for the Association and the Custodian of its records, except those specifically assigned to others, such as the Treasurer.

Generally, the Secretary:

- a) Prepares and organizes the Order of Business and such other meeting materials in coordination with the Chair;
- b) Keeps and creates all records of the Board's formal activities, such as Minutes and Voting, as well as follow-up activities and tasks as may result;
- c) Maintains order of all Governing Documents of the POA, including applicable State and Federal Laws;
- d) Sends Notice and maintains correspondence with all Directors;
- e) Keeps all committee records, reports, charters and maintains correspondence with all Committee Chairs;
- f) In the absence of the Chair or Vice Chair, to call the meeting to order and preside over the meeting, or until a Chair pro-tem is selected;

The Secretary may solicit assistance in performing her/his duties as required.

Specifically, the Secretary shall:

- a) Support the activities and responsibilities of the Chair and Vice Chair;
- b) Support the activities and responsibilities of the Corporate/Board Treasurer;
- c) Support the Board of Directors individually and as a whole as a source of research, reporting, and information when requested;
- d) Support to GM/CEO as requested;
- e) Act as Board Liaison to Board retained Law Firm; Cooper Communities, Inc., and other outside Organizations as directed by the Board;
- f) Maintain and secure authority to sign contracts on behalf of the Association when specifically regarding and directed by, the Board of Directors;
- g) Fulfill all obligations and responsibilities as provided by Bylaws, Policies, and Procedures such as Secondary Signatory of Purchase Orders, Checks, and Contracts;
- h) Coordinate Board related Public Relations and programing;
- i) Act as Coordinator of Annual Director Elections, working directly with Chairman;
- j) Responsible for Property Owner information Policy and Requests;
- k) Act as Board Liaison to Property Owners;
- l) Uphold all Policies and Procedures as an associate administrator of, and having access to, all software used by the POA, including company-wide email accounts;
- m) Maintain Articles of Incorporation Agency status;
- n) Maintain (a) primary occupancy of the Board and Corporate Officers' Office in the POA main building, (b) schedule for use by other Board members and Corporate Treasurer as requested, (c) fully Networked Desktop, and (d) 24-hour access to POA Building.

Perform all of the duties incident to the office of Secretary and such other duties as from time to time may be assigned to her/him by the Chair or by the Board of Directors.

Section 5. Corporate/Board Treasurer. The Treasurer shall be elected by the members of the Board of Directors. If the Treasurer is not a Director, as a Corporate Officer, he/she is an Ex-officio/non-voting Board Member with all the duties, responsibilities, and commitments of a Director/Board Member. The Treasurer is the Officer entrusted with, and the Custodian of the funds of the Association. The Treasurer shall:

- a) Chair the Finance and Planning Committee of the Association, setting priorities and agenda items for the committee;
- b) Work with the Finance/Accounting Department staff to ensure the proper receipt of revenue,
- c) Monitor that the staff provides proper receipts for monies due and payable to the Association from any source whatsoever, and that the staff deposits all such monies in the name of the Association in such banks, trust companies or other depositories as shall be selected by the Board of Directors;
- d) Provide a report on the financial condition of the Association at the annual meeting of the Board of Directors and at such other times as may be requested by the Board of Directors;
- e) Have direct and unencumbered access to all books and records of the association for the purpose of analyzing the reasonableness of forecasts and estimates provided to the Board and to ensure compliance with the directives of the Board;
- f) Have direct and unencumbered access to the staff for discussions and to gain information necessary to complete the duties as outlined and/or any other purpose as assigned by the Board; and

Perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the Chair or by the Board of Directors.

The CFO/ Accounting Manager shall have an obligation to provide all information requested by the Treasurer to him/her within 48 hours of receiving any such requests. All financial records of the association relative to financial transactions and monthly closing shall be provided to the Treasurer for review and approval prior to release to the Board, other staff members or the public.”