

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

Item ~~9~~ Bylaws Article XII "Committees"

Action: To Approve an Amendment

Motion: I move to amend Bylaws Article XII as presented on this day of April 20th,2020.

Foundation:

- Necessary reflection of today's rescissions and creations of Committees;
- To make all Committees Board/Board Reporting Committees - mitigating filtering and censorship;
- To allow the board and committees to exchange information more efficiently and freely;
- Encourage collaboration between Board and committees;
- Committee point of contact is the Corporate Secretary.

Red-lined attached

Chapter 7, Article 2 & 3 to follow, discussion session 2 and May 20

ARTICLE XII

Committees

Section 1. The Standing Committees of the Association shall all be Board Committees, reporting directly ~~to~~ **the board, with Committee chair coordinating with the Corporate/Board Secretary :**

- A. ~~Governance Committee~~
- B. Audit Committee
- C. Golf Committee
- D. Lakes Committee
- E. Public Services Committee
- F. Recreation Committee
- G. Trails Committee
- H. Governmental Affairs Committee
- I. Architectural Control Committee
- ~~J. Comprehensive Master Plan Advisory Committee~~ **Marketing**
- ~~K. Finance Committee~~ **Finance and Planning**

The Board of Directors may constitute such other committees (including ad hoc committees), as it deems desirable, and appoint members to committees so constituted.

Section 2. Committees must operate within the constraints of a charter to be adopted and approved by the Board of Directors. Each charter shall provide for staggered terms of its members and shall include authority (serving the board, the staff, or both), purpose, organization and appointment, duties and responsibilities, limitations, meetings and reports. Standing committees shall also follow the open committee meeting policy stated in the POA Policies, Chapter One, Article 26.

Section 3. Each committee shall consist of a chair plus two or more members.

- A. A member of the Board of Directors shall be elected by the Board to serve as a ~~committee member of each committee.~~ **Non-voting participating representative of each committee**
 - a. Household members of elected directors and officers may not serve on Standing Committees.
 - b. A Board member may not serve as the Committee Chair unless otherwise permitted by the charter.
- B. This election will occur shortly after the Board is constituted each April.
- C. The CEO will appoint the appropriate staff member ~~to serve as committee member to each Standing Committee.~~ **as a non-voting participating member to each standing committee, with the exception of the Audit Committee**

Section 4. Appointment of Committee members

- A. All committee members must be members in good standing of the Hot Springs Village Property Owners' Association or current employees of HSVPOA who are appointed to a committee by the CEO.
- B. Committee members ~~shall not be appointed to serve on more than~~ **are allowed to serve on** two Standing Committees at a time, ~~except as otherwise~~ **specifically provided by the Board. exceptions may apply if**

- C. Standing Committee members shall be re-appointed by the Board of Directors annually at the June Board of Directors meeting in accordance with the POA Operating Policies, Chapter 7, Article 2, Standing Committee Selection Process. The terms of service of committee members shall commence at the committee's June meeting. The Chair, Vice Chair and Secretary shall be chosen annually by majority vote of the new committee during the June committee meeting, unless otherwise specified in the Standing Committee's Charter.
- D. Appointments to Committees shall be for terms consistent with each Committee's Charter. Initial terms of members of new committees shall vary as necessary to allow for staggered terms of committee members.
- E. When mid-term vacancies occur, replacements shall be appointed to serve the balance of the term vacated. Time served on an interim appointment greater than one year shall count as a full term and the member would only be eligible to serve one additional full term. Time served on an interim appointment for one year or less shall not count as a full term and the member would be eligible to serve two full terms.
- F. Upon the expiration of his/her full term, a committee member may be reappointed once to the same committee. Upon request and at the Board's discretion, a committee member who has served two full terms may be appointed to continue to serve on the Standing Committee.
- G. Committee members shall serve at the pleasure of the Board and may be removed by the Board for cause or for ~~failure to attend three consecutive scheduled meetings of the committee, unless absences have been excused by the chair.~~ **three consecutive unexcused absences from regularly scheduled meetings.**
- H. Standing Committees may appoint sub-committees consisting of their own members or others, as appropriate, provided the purpose of the sub-committee is within the scope of the chartered purpose of the Standing Committee.
- I. Committees may solicit advisors to meet with them regularly or for a specific period of time to adequately address issues pertinent to the committee's charter.
- J. Committee chairs are responsible for submitting annual reports of Standing Committee activity and accomplishments by ~~March 31st~~ **May 15th** of the succeeding year. **to the Corporate Secretary**
- K. Meeting minutes require approval of the Committee prior to submission to the Corporate Secretary. **Committee approved minutes will be submitted no later than the last day of each month. If no meeting was held, a short-form report noting such shall then be submitted**
- L. Should a committee choose to postpone or cancel a regularly scheduled meeting, the Committee Chair will notify the Corporate Secretary. **via email including reason and new next date**

SEE BELOW for M & N***

Section 5. Role of Board ~~and~~ **and/or** Staff Committee Members ~~Standing committees will report at a regular Board meeting once per quarter (dates TBD), a panel will consist of the Committee Chair and anyone else of their choosing~~

A. Responsibilities of Board Committee Members

I. All Standing and Ad Hoc Committees are Board Committees (unless otherwise determined).

. Committee members from time to time may be asked to assist in the annual budgeting process **Page 18** or share in joint committee or with the board of Directors, and are encouraged to participate.

1. To advise the Standing Committee of POA Board actions and upcoming issues of interest to committee.
2. ~~To ensure the Standing Committee adheres to its charter and advises the committee chair when deviations are detected.~~ **To fully understand the Committee's Charter and purpose. If deviations seem to exist, bring to BoD, at the next monthly discussion session. Anyone from the committee may assist.**
3. ~~To ensure effective committee leadership from year to year, the POA Board Member may participate in solicitation of members to fill leadership posts.~~
- 3 4. To conduct election of committee leadership in June of each year.
- 4 5. To advise ~~fellow POA Board members of~~ forthcoming recommendations from the Standing Committee and other issues of interest to the Board.
- 5 6. To recommend any Standing Committee charter amendments to the ~~Governance Committee.~~ **Board of Directors at the next possible monthly discussion session**
7. ~~To understand what conduct is appropriate when functioning in a true governance capacity:~~
 - i. ~~The Board and its authority only exists when it is in session.~~
 - ii. ~~An individual Board member shall have no power of government or administration, derived from the fact that each director was elected to office. Please reference Bylaws Article 7, Section 4 Governing Power.~~
 - iii. ~~The Board members (individually) understand that property owner expectations hold them accountable to a "higher standard" of decorum and should act accordingly both in and outside of the Board Room.~~
8. ~~Board member Directors serving on committees as full members must ensure that all other committee members understand that when serving in this capacity their authority is no different than any other committee member.~~

B. Responsibilities of POA Staff Committee Members **as non-voting participating representatives**

1. To communicate staff plans, upcoming topics of interest, and issues for consideration.
2. To advise the CEO of forthcoming recommendations from committee and other issues of interest to Administration.

Section 6. Conducting Business

- A. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the conduct of Standing Committees in all cases to which they are applicable and in which they are not inconsistent with any governing documents.
- B. The chair may vote ~~when such vote will make a difference or determine the result.~~ **whenever they choose**

- ~~C~~ ~~E~~. ~~An abstention is a no vote.~~
- ~~C~~ ~~D~~. Proxy voting shall not be allowed.
- ~~D~~ ~~E~~. The physical presence of a majority of the committee shall constitute a quorum thereof. A majority of the ~~members of the committee is required to approve committee actions unless another number is specifically required.~~ **minimum required quorum shall be able to approve committee actions,**

ARTICLE XIII

Meeting of Members

Section 1. A meeting of the members shall be held annually as determined by Resolution of the Board of Directors.

Section 2. Special meetings of the members for any purpose may be called at any time by the Chair, Vice Chair, any two or more officers or Directors, or upon written request of one-fourth of the members in good standing.

Section 3. Notice of any meetings shall be given to the members by the Secretary. Notice may be given to the member either personally, or by sending a copy of the notice through the mail, postage thereon fully prepaid to his address appearing on the books of the Association, electronic mail or by other acceptable notification processes. Each member shall register his/her address with the Secretary, and notices of meetings shall be mailed to him/her at such address. Notice of any meetings regular or special shall be mailed at least six (6) days in advance of the meeting and shall set forth in general the nature of the business to be transacted, provided, however, that if the business of any meeting shall involve an election governed by ARTICLE VIII or any action governed by the Articles of Incorporation or by the Declaration applicable to The Properties, notice of such meeting shall be given or sent as therein provided.

ARTICLE XIV

Proxies

Section 1. At all corporate meetings of members, except for the election of members of the Board of Directors as set out in Article VIII herein, each member may vote in person or by proxy.

Section 2. All proxies shall be in writing and filed with the Secretary, not later than a time and date to be set by the Board of Directors. Proxies will be limited to motions to be considered at particular meetings.