

**Higley Groves Homeowners Association
Board of Directors
Committee General Rules**

PURPOSE

To provide Board of Directors authority and rules that shall apply to all Committees, of any type, that are created by the Board.

FORMATION

Pursuant to Article 4, paragraph 4.4 of the Higley Groves Homeowners Association Bylaws, the Higley Groves Homeowners Association Board of Directors (hereafter referred to as the "Board") is empowered to establish committees of the Board.

All committees established shall be provided a written charter to provide specific committee responsibilities, guidelines and authority. These charters shall be written by the Board and approved by a majority vote of Board members.

All Committee Chairpersons have the authority and responsibility to conduct and control the action of their committee in accordance with the Boards written "Committee General Rules" and the specific "Committee Charter" of their committee. Committee Chairpersons also have the responsibility to request changes to the Committee General Rules or their Committee Charter from the Board to allow the committee to fulfill their duties or operate more effectively.

TYPES OF COMMITTEES

The Board has the authority to appoint two types of committees.

Standing Committees - Committees where the Committee Chairperson is required to attend the regular Board of Directors meeting and report on committee activity at each meeting. These committees will continue to exist until the Board takes specific action to disband the committee.

Temporary Committees - Committees which are established to serve a specific purpose or perform a special function for the Board of Directors. The committee will be disbanded and cease to function after the Board accepts their recommendation.

CHAIN OF COMMAND

All committees shall serve at the will of the Board. Formation of any committee requires the approval of the Board. The Board has the right and authority to disband and discontinue any committee or subcommittee, as well as appoint or dismiss any committee chairperson, member or subcommittee member with or without cause. Committee Chairpersons can dismiss any committee member with or without cause with Board approval. There is no appeal process for any committee chairperson, member or subcommittee member dismissed and the Board cannot disclose the reason for such dismissal.

Standing Committee Chairpersons will attend all Board of Directors regular meetings and give the Board a written report on committee activity and request any Board guidance to allow the committee to perform its assigned tasks.

Temporary Committee Chairpersons will submit the committee recommendations to the Board by submitting the committee's recommendation in writing to the Board President at least ten days prior to a regular Board meeting. This will allow sufficient time for the President to place the item on the agenda for the meeting. The Committee Chairperson will then present the committee's recommendation to all the members of the Board for their consideration at the meeting when it is on the agenda. Any Board member may also request the

President to request a Temporary Committee Chairperson's progress report to the full Board by giving the President notice at least ten days prior to the meeting.

APPOINTMENT OF COMMITTEE MEMBERS

Candidates for any committee will submit their names and may be requested to submit an application to the Board of Directors. Committee members may be selected by the Board or the Committee Chairperson if such authorization is granted by the Board. Interviews may or may not be conducted. Committees shall consist of a minimum of three members. The number of members shall always be an odd number to avoid ties when voting is required on committee motions. The maximum number of members on any committee shall be determined by the Board. All Committee members must remain in good standing with the Association.

The Board shall appoint all Committee Chairpersons who shall then inform the Board of the Chairperson's selection of a Vice-Chairperson to act in the Chairperson's absence. The Chairperson or, in his absence, the Vice-Chairperson, will be responsible for performing the administration of the tasks assigned to the committee and reporting to the Board.

All committee members serve as volunteers without any remuneration from the Homeowners Association. Any committee member may resign upon written request to the Board or Committee Chairperson.

Appointment consideration criteria will include but will not be limited to relevant experience, willingness to serve, availability to serve, ability to get along with others, fairness, firmness, and the ability to function with a team.

VOTING

All Committee Members, including the Chairperson, shall have one vote on all Committee Issues. The Chairperson's report to the Board on Committee Recommendations shall include comments from the minority position on Committee Issues at the request of any Committee Member voting in opposition to the issue for Board of Directors' consideration.

Alternate members may be appointed to committees and can fully participate in committee discussions and duties but do not have voting privileges. In the event of a committee vacancy the alternate shall become a committee member with voting rights and the Chairperson should seek out a replacement alternate member. All replacement committee members must be approved by the Board before they have voting rights on the committee unless the Board has given the Committee Chairperson the specific authority to select committee members.

TERMS OF APPOINTMENT

The terms for committee members will begin when appointed. Terms for committee members will be one year. Terms of any member may be renewed with the Chairperson's recommendation and Board approval.

BOARD PARTICIPATION IN COMMITTEES

Any Board member may also be a member, Chairperson or Vice-Chairperson of any committee authorized by the Board. Any Board member who is not a committee member may attend the meetings of any committee as an observer. The Board member may only offer input at the request of a committee member and does not have a vote on any of the committee decisions during the committee meeting.

The Board will perform the functions of any committee charter until the time that it formally authorizes the formation of a committee to act on behalf of the Board as directed by the Committee General Rules and Specific Committee Charter.

CODE OF CONDUCT

All committee members are expected to conduct themselves in a manner that promotes a healthy relationship with the Board, HOA Management and Association members. Proper committee member conduct includes, but is not limited to the following behaviors:

- **Act in the Community's Interests.** Committee members will strive for the common good of the association, forgoing personal interests. Personal agendas will be left at home.
- **Engage in lawful acts.** All committee member actions will comply with the governing documents, association rules and the law.
- **Demonstrate Mutual Respect.** Committee members will address each other, the Board members, and Association members with respect, even when in disagreement. Differences of opinion will be handled in a professional manner, involving the Board when needed.
- **Maintain Confidentiality.** Committee members will not share prohibited or highly sensitive information, and respect the privacy of all homeowners.
- **Maintain a Supportive & Positive Attitude.** Committee members will encourage each other, homeowners, Board members, managers and contractors to promote better performance and teamwork.
- **Be Loyal.** Committee members will respect the authority of the Board by not undermining majority decisions and enacted policy.
- **Promote Harmony.** Committee members will promote community harmony in act, word and deed.

AUTHORITY

No committee or subcommittee member has any authority to bind the Association to any contractual or other liabilities, nor has any decision-making authority, which is binding upon the Association.

The Board of Directors has the right and authority to take action and or make decisions with or without involving any committees and to take action and or make decisions which are consistent with and or contrary, in whole or in part, to any committee or subcommittee recommendations or decisions.

The Board of Directors of Higley Groves Homeowners Association hereby agrees formation of committee's in accordance with this document and the Association Bylaws:

Original signed by all members of the board on 9-12-02.

Code of Conduce approved and added by the board at the June 10, 2004 regular board meeting.