

# HORIZONS - MARINA DISTRICT OWNERS ASSOCIATION

## GENERAL GUIDELINES FOR ALL COMMITTEES

The following “Guidelines” elaborate on Association Bylaw, Section 5.22, which grants the Board of Directors (“the Board”) the authority to establish and dissolve committees.

**Purpose:** Horizons - Marina District Owners Association (“the Association”) committees provide assistance, recommendations, and information to the Board of Directors.

**Authority:** Committees act only in advisory capacities to the Board unless otherwise stated in their Board-approved charters (“Charters”). Neither committee members nor chairs may direct the activities of any employee or vendor of the Association unless permitted by the Committee’s Charter.

The specific duties of committees, their appointment, structure, and authority are defined by the Board. Committees may not financially obligate the Association or spend funds unless allowed in their Charters.

**Membership:** Those who want to serve on a Committee need to submit an application form--briefly outlining their interest and relevant qualifications--to the Board via the General Manager (GM) at least 30 days prior to the annual meeting. The Board may consider the geographic composition (floors/buildings) in its appointments to try to foster balanced representation.

Committee members must be members of the Association in “good standing” throughout their term of office unless renters are permitted in specific Charters. The GM or president presents members who are recommended for board confirmation at an open board meeting held as soon as practical after the annual meeting.

All committee members are appointed at this board meeting for one (1) year or less. Terms end at the annual meeting each year.

A committee member who is absent from three (3) consecutive regularly scheduled committee meetings in a 12-month period beginning January of each year is considered to have resigned. The Board may waive the resignation for good cause at the request of the committee chair.

**Ex-officio Members:** The Board President and the GM are non-voting ex-officio members of all committees. They must be copied or otherwise included in all committee communications.

**Responsibilities:** The responsibilities of each committee are amplified in their Charters. The responsibility of every member is to attend meetings prepared to listen, offer suggestions, and discuss the agenda items in an open and professional manner. A committee may request to meet with a specific or potential vendor through the GM. Any such meeting is scheduled during normal business hours and management must be invited to participate.

**Committee Chair:** Each committee chair is appointed by the Board at the first open meeting following the annual meeting. The chair prepares a meeting agenda and emails it to the GM and members four days before the meetings. The chair presides over and manages the affairs of the committee so that it fulfills its goals and assignments from the Board.

The chair must conduct meetings so all members have an opportunity to participate and each agenda item receives appropriate consideration. The chair also reviews the Board’s

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goals with the committee to identify areas where the committee can contribute towards accomplishing these goals.

**General Manager:** The GM may confer with the committee chair to prepare the meeting agenda, and will provide technical assistance and administrative support as appropriate. The GM might not attend all committee meetings or, at times, entire meetings. Each committee chair is authorized to consult with management about the activities of the Committee.

### **Meetings:**

Horizons committee meetings, except for the Executive, Nominating, and Finance Committees, may be attended by any Owner in “good standing.” The chair is responsible for submitting the meeting agenda to the GM four (4) days in advance of the committee meeting. Except for the Nominating Committee, standing committees generally meet once a month. Informal adherence to Robert's Rules of Order is expected. A majority of the committee members constitutes a quorum, and the votes of a simple majority of a quorum at any meeting is defined as the decision and act of the committee. Proxies are not permitted.

### **Reporting:**

Committees or management staff must submit written minutes to the GM at least ten (10) days prior to the next regularly scheduled Board meeting. Minutes include those present/absent, agenda items, motions/recommendations, and votes. If a quorum was not present, the minutes must state who was present/absent and that no business was conducted.

At least ten (10) days prior to the next regularly scheduled board meeting, the Committee chair submits a monthly written report to the Board via the GM briefly summarizing its activities with a list of recommendations, and the estimated cost and source of funds for them, if any.

### **Ethics:**

Committee members are prohibited from contracting with the Association or using their committee position for personal or financial gain. Any committee member who could reasonably be expected to benefit in a direct and substantial way from the possible outcome of the committee action must disclose--each time that item is discussed--that she or he has a conflict of interest and must abstain from voting on any motion affecting that interest.

### **Confidentiality:**

Committee members may come in contact with confidential information, e.g., financial materials not yet approved by the Board in the case of the Finance Committee. Such information must be kept confidential unless the Board specifically authorizes its release. A breach of this duty is grounds for disciplinary action against the offending individual(s), which may include sanctions, dismissal from the committee, or both.

### **Subcommittees:**

With the permission of the Board, each committee may appoint a subcommittee from among its members and may delegate any of its authority, duties, and functions to it.

**Standing Committees:** The standing committees are: Architectural; Building; Finance; Social. Required committees are: Architectural per CC&R, Sect. 9.2, and Nominating, Bylaw, Sec. 5.4. All others, including ad hoc committees, are formed by the Board when deemed appropriate

### **Compensation:**

Committee members serve without compensation unless Board-approved at an open meeting.

*Adopted by the Board of Directors October 24, 2006.*

*Revised by the Board of Directors May 31, 2016.*

*Revised by the Board of Directors November 27, 2018*