

CHAPTER 16 - SECTION 16.00
COMMITTEES – OVERALL COMMITTEE CHARTER

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I. POLICY

- A. The LMOA Board of Directors may create such committees as it deems necessary, to advise and assist the Board in carrying out its responsibilities. All committees so designated shall be created by action of a majority of the directors present at a meeting at which a quorum is present. All members of such committees shall similarly be appointed by action of a majority of directors.

This Policy shall not apply to the Steering Committee, the Environmental Control Committee, the Investment Committee or the Compliance Committee due to the unique characteristics of these committees.

B. Definitions:

1. A Standing Committee is a permanent committee created by Board adoption of a Committee Charter, which shall define the committee’s Purpose, Membership and Structure, Duties and Responsibilities, and Meeting requirements. Unless otherwise documented in the Association’s Bylaws (ref.: Article 10 - Compliance Committee), such committee charters shall be incorporated into Chapter Sixteen of this Policy Manual. A standing committee may only be dissolved by action of a majority of the directors present at a meeting at which a quorum is present.
2. A Temporary or Ad Hoc Committee is a committee created by the Board of Directors to serve a specific purpose or perform a specific task, usually within a designated time period. The Board resolution to create a Temporary or Ad Hoc committee shall specify the task assigned to the committee, and the timeframe for completion (committee “charge”). Temporary or Ad Hoc committees shall be dissolved without further action when a final report has been presented to, and accepted by, the Board of Directors.
3. An Advisory Committee is a standing or temporary committee established to advise the Board of Directors on matters relating to the operation of the Association. Unless specifically designated as Operating Committees, by Committee Charter or by resolution of the Board of Directors, all committees of the Board shall be advisory in nature.
4. An Operating Committee is a standing or temporary committee authorized to act on specific matters on behalf of the Board of Directors.

- C. The LMOA administrative staff shall maintain a current list of all committees, and the members and chairpersons thereof.

II. COMMITTEE MEMBERSHIP AND STRUCTURE

A. Structure

1. The Board of Directors shall have the authority at any time to change the members of, fill vacancies on, revise charters of, and discharge any committees or committee members, for whatever reason the Board shall deem appropriate.
2. The appointment of a director to any committee, if not sooner terminated, shall automatically terminate upon expiration or cessation of the individual's term as director.
3. Unless the Association's Bylaws or Policies specify the committee chairperson, or the Board of Directors has specifically appointed the chairperson, each committee shall, at its first meeting of each calendar year, elect a chairperson from among its members. The Board of Directors shall be kept informed of the chairperson for each committee.
4. The charter of a standing committee shall specify the number of members.
 - a. No committee shall consist of fewer than three members.
 - b. Committees may be of a fixed size or a variable range size, as specified in their committee charters.
 - c. Unless otherwise stated in the committee's charter a full term appointment shall be for three (3) years; terms shall be staggered such that approximately one-third of the committee's appointments expire at the end of each calendar year.
5. Committee members shall be limited to not more than two consecutive three year appointments to the committee by the Board. A committee member who has completed two consecutive three year appointments on a committee must wait a full year before being appointed to that committee again. If a person had already been appointed to a committee by the Board to serve the remainder of a term due to a vacancy, such time served shall not be counted as part of any three year appointment.
6. Any committee member may resign at any time by notifying the President or Secretary of the Association in writing. A resignation is deemed effective immediately upon notification, unless otherwise stated in the letter of resignation.
7. The appointment of an LMOA Staff or Board liaison to any committee shall be that of a non-voting member.
8. A committee may appoint one of its members as liaison to another committee; however, such appointment shall be as an observer or advisor only; the liaison shall be a voting member of only the committee to which appointment was made by the Board of Directors.

B. Member Recommendations and Appointments

1. One person on the Association's administrative staff shall be assigned the responsibility for maintaining a file of all current Committee Resource Forms filed and submitted by prospective committee members.

2. When a committee vacancy occurs or is imminent, the elected or acting chairperson of the committee shall request the administrative staff to provide copies of current Committee Resource Forms for Association members who have expressed an interest in serving on that committee.
 - a. Staff shall provide the requested Committee Resource Forms for only those candidates who meet the qualifications of section II D of this policy.
 - b. The committee shall consider for appointment all candidates with the background, education or related experience that will be of value in the performance of the committee's responsibilities.
 - c. The committee chairperson shall ensure that all applicants are informed of the committee's charter and responsibilities, and of the time demands on its members.
 - d. The committee shall formulate its recommendations for appointment of candidates in a meeting at which a quorum is present.
 - e. The elected or acting chairperson shall submit to the Board of Directors a written recommendation of candidates to be appointed to the committee; said recommendation shall list all candidates considered by the committee, and the reasons for the committee's choice(s).
 - f. The Steering Committee shall include all recommended committee appointments on the agenda for the next open session of the Board of Directors.
 - g. A committee vacancy may only be filled by act of the Board of Directors. Nominations from the committee will be considered, but the Board shall appoint the candidate it deems most qualified.

C. Conflict of Interest

1. No full time Association employee or employee with supervisory responsibilities shall be appointed to any committee, except as liaison or advisor.
2. No member of a committee, or individual acting as consultant or advisor to a committee, shall participate in a decision or discussion before the committee which involves his/her family or business, or who otherwise has a real or potential conflict of interest. Any such member, consultant or advisor shall immediately disclose any real or potential conflict of interest relative to the decision, and shall disqualify himself/herself prior to any consideration of the matter before the committee.

D. Qualifications of Members

1. Members of committees shall be property owners and shall be members in good standing of the Association throughout the terms of their appointments; a resident spouse whose name does not appear on the property deed and residents whose property is held in trust and whose names do not appear on the deed shall qualify as a property owner for the sole purpose of meeting this requirement. Members of Advisory Committees may also include immediate family members of property owners residing in the same household. In addition, non-voting 'committee advisors' may be used by committees to provide specialized expertise to the deliberations of that committee.
2. No LMOA committee member may serve on more than two (2) standing committees simultaneously.

3. Unless otherwise stated in a committee's charter or charge, three consecutive absences of a member from the scheduled meetings of the committee shall be grounds to terminate the appointment of that member to the committee. The committee chairperson shall notify the Board of such an instance in writing, and may at the same time recommend another member for appointment to fill the unexpired term.

III. COMMITTEE DUTIES AND RESPONSIBILITIES

- A. The composition, role, and scope of the duties and responsibilities of each committee shall be clearly delineated in the committee's Charter or, if a temporary or ad hoc committee, in the Committee Charge approved by the Board of Directors.
- B. No committee, or any of its members, shall undertake to deal with any outside agency on behalf of the Association, or represent itself to any outside agency as operating on behalf of the Association, without the express approval of the Board of Directors.
- C. Membership Surveys: No committee shall undertake a survey of the Association membership without first coordinating their efforts through the General Manager and obtaining approval of the survey questionnaire and process from the Board of Directors.

IV. COMMITTEE MEETINGS

A. Quorum

No business shall be conducted by any committee unless a quorum is present. The act of a majority of those present at any meeting at which a quorum is present shall be the act of the committee. No proxy voting shall be permitted. A quorum of any committee shall be determined as follows:

1. For any committee of fixed size, a majority of the number of members authorized by the committee's charter shall constitute a quorum, unless specified otherwise in the committee's charter.
 2. For any committee of variable size, a majority of the actual number of members prior to the start of the meeting, but no less than three, shall constitute a quorum.
- B. Members of any committee shall act only as a committee. The individual members shall have no power or authority to act for the committee.
 - C. Committee meetings are held solely for the purpose of conducting the assigned business of the committee. Meetings are to reflect the tone, manner and spirit required to maintain and foster respect for and understanding of the committee, its role, and its responsibilities. All committee meetings shall be open to all property owners, with the exception of closed meetings (see IV. D, below).
 1. Regular meetings of the committee shall be held at such date, time and place as may be fixed by resolution of the committee. Unless required by resolution of the committee, further notice of such meetings need not be given to committee members.
 2. Notice of regular meetings shall include dates, times and locations, and shall be furnished to the Association's administrative office for publication in the Friday Flyer and on the LMOA television channels. Notice of cancellation shall be furnished in like manner. If any property owner submits a written request for specific notification of a given committee's meeting(s), such notification shall be provided by administrative staff.

3. Special meetings of the committee shall be held whenever called by the chairperson or two members of the committee. Proper and timely notice of such special meetings shall be given to the committee members and, to the extent possible, to property owners as in C-2, above.

D. Closed Meetings

1. Committees may be granted authority by the Board of Directors to hold closed meetings. The specific committee charters or charges shall specify the conditions and subjects which may be discussed in closed session. Such conditions and subjects shall be in compliance with POAA 55-510.1.
 - a. Committees may convene in closed session without specific authorization by the Board, for the specific purpose of discussing the qualifications of candidates for appointment to the committee.
2. Votes taken by any committee in closed session shall be confirmed by the committee in open session.
3. Topics discussed in closed session shall be considered confidential, and shall not be disclosed by participants unless or until disclosed in open session.

E. Minutes of Meetings

1. Properly recorded minutes shall be kept of each committee meeting, and shall reflect accurately all actions taken by the committee. The minutes shall include the date, time and location of the meeting, and the committee members present and absent.
 - a. Copies of all open session minutes shall be provided to the Association's administration office for inclusion in the LMOA member reading files.
 - b. Copies of all closed session meeting minutes shall be provided to the administration office for distribution to Board members, but shall not be included in the LMOA member reading files.
 - c. For ad hoc (temporary) committees of less than two months in duration, the final written report of the committee shall suffice as the committee's minutes.