

**VII.**

**COMMITTEES**

## RESOLUTION

OF

### BOARD OF DIRECTORS

#### CARMEL MOUNTAIN RANCH RESIDENTIAL COMMUNITY ASSOCIATION

Whereas, the Carmel Mountain Ranch Residential Community Association will from time to time establish committees; and,

Whereas, it is in the interest of the members of the Association to have committees; whose purpose is to assist the Board in the review of policy and provide recommendations to the Board on issues of interest to the Board of Directors; and,

Whereas, the Declaration of Covenants, Conditions and Restrictions and By-Laws allow the Board of Directors to adopt such rules that are consistent with the Declaration of Covenants, Conditions and Restrictions and the By-Laws and appoint such committees as necessary for the operation of the Association.

Now Therefore Let It Be Resolved, that the following rules and regulations be adopted for the guidance and operation of committees.

#### ARTICLE ONE

##### COMMITTEES GENERALLY

1) Establishment of Committees by Board of Directors:

The Board of Directors shall establish committees and appoint the members thereof as appropriate in carrying out the business of the Association.

2) Types of Committees:

Committees established by the Board of Directors shall be either temporary committees or standing committees. Temporary committees shall be formed for special purposes. When the purpose has been completed, the committee shall automatically be dissolved. The standing committees shall be established for the purpose of transacting the regular long-term business of the Association. The standing committee shall serve an indefinitely in an on-going capacity until dissolved by action of the Board of Directors.

All committees established by the Board of Directors shall be deemed to be temporary committees unless expressly designated as a standing committee.

3) Appointment of Committee Members:

Committee members shall be appointed by the Board of Directors, unless the Board expressly authorizes the committee to select its own members.

4) Removal of Committee Members; Vacancies in Office; Resignation:

Any committee member may be removed from office with or without cause by the Board of Directors. The Board of Directors may also declare a committee position vacant due to the absence of a member or his failure to assume his duties of the position. Any committee member may resign at any time by giving written notice to the Board of Directors. Such resignation shall take effect on the day of the receipt of such notice or at any later time specified therein, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

5) Committee Officers:

The Board of Directors may appoint the chairperson and secretary of the committee. In the event the Board fails to do so, the Committee members shall at the first regularly called meeting, elect from among the committee membership a chairperson and secretary and transmit their names to the Board of Directors through the Office of Secretary of the Board. The same person shall not serve as chairperson and secretary on the same committee. Each committee may establish such other offices as it may desire and elect or appoint its own members to fill such positions subject to the approval of the Board. Committee officers may resign or be removed from office in accordance with the procedures set forth in Paragraph 4 above.

Committee members shall be deemed, and are, officers of the Association.

6) Quorum, Voting:

The majority of the members of the committee shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the members present at duly held meeting at which a quorum is present shall be regarded as an action of the committee. No member of the Committee can sign a proxy to another member or homeowner to act or vote in behalf of the member in any meeting of the committees.

7) Responsibilities with Respect to Association Funds:

No committee of the Association may spend, commit or encumber the funds of the Association without express authorization of the Board of Directors. Any funds received by the committee from any source shall be deemed the funds of the Association and shall be promptly deposited with the Office of the Treasurer. All expenditures of the Association funds by the committee shall be made in accordance with the rules and regulations and shall be evidenced by appropriate receipts.

8) Responsibilities with Respect to Association Property:

All papers, records, files, supplies, equipment and property acquired by Association Committees, whether obtained by gift or purchase, belong to the Association. The committee's secretary (or in his absence or failure to act, the chairperson) shall be the custodian of this property insuring it is used for the benefit of the Association and is protected from loss. At the end of the secretary's (or, as the case may be, the chairperson's term of office) the officer shall render an accounting of the property held

by him and shall deliver the accounting and the property to the office of the treasurer of the Board of Directors.

9) Roster of Committee:

The Secretary of the Association shall maintain a current roster of all Association Committees and the names and addresses of their officers and members.

## ARTICLE TWO

### GENERAL DUTIES AND RESPONSIBILITIES OF STANDING COMMITTEES

10) Meetings:

The Standing Committee shall have approved a regular meeting scheduled by the Board of Directors. The chairperson, or, in the absence of the chairperson, its secretary shall call special meetings of the committee and shall designate the time and place of such special meetings. The Standing Committee shall provide the Secretary of the Association a calendar of all regular meeting dates, times and places. A calendar shall be published in the newsletter or Gazette.

All meetings of committee shall be open to the members of the Association. However, a committee may have a caucus of its members in closed session.

11) Minutes:

Minutes shall be taken at all committee meetings by the secretary or a member serving as acting secretary. A copy of such minutes shall be filed with the Secretary of the Board of Directors.

12) Each standing committee shall prepare and file with the Office of the Secretary of the Board of Directors an annual report showing the activities during the preceding twelve months. If the committee has received or expended funds of the Association, the reports shall fully account for these funds. The annual report shall be delivered to the Office of the Secretary of the Board prior to the annual meeting of the members of the Association.

13) Term of Office:

All members of the standing committees shall serve for one (1) year terms which shall expire at the close of the next annual meeting of the members of the Association; or unless, the Board extends their term to allow for the appointment of their successors.

14) Rules:

A standing committee may adopt rules and procedures to guide the conduct of its affairs subject to the review and modification by the Board of Directors. A copy of such rules and procedures shall be filed with the Office of the Secretary of the Board of Directors. A copy of such rules shall be made available to all homeowners.

15) Vacancies:

Vacancies shall exist when a member of a standing committee, without good cause, fails to attend three (3) consecutive meetings. The standing committee shall notify the Secretary of the Board of Directors of all such vacancies.

## LANDSCAPE COMMITTEE

### CHARTER

#### CARMEL MOUNTAIN RANCH RESIDENTIAL COMMUNITY ASSOCIATION

WHEREAS, it is in the best interest of the owners and the Association to have a committee to assist in the development of policies and standards for the operation and maintenance of the landscape and grounds; and,

WHEREAS, the Board of Directors has identified the need to investigate and supervise the operation and maintenance of the landscape and grounds; and,

NOW THEREFORE LET IT BE RESOLVED, that the Board of Directors of the Carmel Mountain Ranch Residential Community Association does establish by this resolution a committee as a standing committee of the Association as the Landscape Committee. The duties and functions of the Committee are herein setforth:

FIRST: The Committee shall be responsible for routine review of the maintenance and operations of the following:

- A. All of the Association common properties wherein landscaping exists, exclusive of structures and pathways and roads.
- B. All the Association irrigation system supporting the landscape.

SECOND: The Committee shall routinely review requests for services which would constitute a change of program policy. The Committee shall review and make recommendations on all requests to the Board of Directors concerning landscaping.

THIRD: The Committee shall annually review all landscape maintenance standards, specifications, contracts and contractors; and shall prepare a report to the Board of Directors which consists of their findings and recommendations.

FOURTH: Committee shall consist of at least three (3) owners. One (1) as chairperson and one (1) as secretary to the Committee.

FIFTH: Committee shall meet at least quarterly; however, in any case shall meet as often as necessary to complete its assigned responsibilities.

SIXTH: Committee Chairperson or his alternate shall attend all Board of Directors Meetings.

SEVENTH: Committee shall comply with the Board of Directors Resolution "Committees Generally".

## NOMINATING COMMITTEE

### CHARTER

#### CARMEL MOUNTAIN RANCH RESIDENTIAL COMMUNITY ASSOCIATION

WHEREAS, it is in the best interest of the owners and the Association to have a committee to assist in the development of policies and standards for canvassing and providing qualified members to serve on the committees and Board of Directors of the Association; and,

WHEREAS, the Board of Directors has identified the need to canvas and provide qualified members to serve on the committees and the Board of Directors; and,

NOW THEREFORE LET IT BE RESOLVED, that in accordance with Section 4.02 of the Association By-Laws the Board of Directors of the Carmel Mountain Ranch Residential Community Association does establish by this resolution a committee as a standing committee of the Association as the Nominating Committee. The duties and functions of the Committee are herein setforth:

FIRST: Purpose of the Nominating Committee is to canvas and provide qualified members to serve on standing committees and the Board of Directors of the Association.

The Committee is to familiarize itself with any paragraphs of the Articles of Incorporation, the By-Laws, and the Covenants, Conditions & Restrictions pertinent to nominations and elections.

SECOND: Provide the Board of Directors a resume of qualifications for all candidates for committees.

THIRD: Notify the Board of Directors of vacancies on committees and provide nominations for the vacant positions.

FOURTH: Develop qualified candidates and provide owners with resumes of qualifications of all candidates seeking election to the Board of Directors.

FIFTH: Be responsible to the Secretary of the Board of Directors to notify all owners of the annual meeting of owners.

SIXTH: The Committee shall supervise the elections of the Association and assist the Secretary of the Board of Directors during the election.

SEVENTH: The Committee shall certify the results of all elections to the Secretary of the Board of Directors.

EIGHTH: Committee shall consist of at least three (3) persons. One (1) as the chairperson and two (2) other persons who may either be members of the Association or representatives of Declarant. One (1) must serve as secretary to the Committee.

NINTH: Committee shall meet at least quarterly; however, in any case shall meet as often as necessary to complete its assigned responsibilities.

TENTH: Committee chairperson or his alternate shall attend all Board for Directors Meetings.

ELEVENTH: Committee shall maintain a program calendar of elections and nominating dates.

TWELFTH: Committee shall comply with the Board of Directors Resolution "Committees Generally".

## FINANCE COMMITTEE

### CHARTER

#### CARMEL MOUNTAIN RANCH RESIDENTIAL COMMUNITY ASSOCIATION

WHEREAS, it is in the best interest of the owners and the Association to have a committee to assist in all duties relative to the financial affairs and responsibilities of the Board of Directors in the financial area; and

WHEREAS, the Board of Directors recognizes that a program of sound financial management is essential to the financial health and viability of the Association and to the protection of owners equity; and,

NOW THEREFORE LET IT BE RESOLVED, that the Board of Directors of the Carmel Mountain Ranch Residential Community Association does establish by this resolution a committee as a standing committee of the Association as the Finance Committee. The duties and functions of the Committee are herein setforth:

FIRST: Purpose of the Finance Committee is to assist the Board in maintaining the Associations financial affairs in a sound viable condition and to provide expertise and recommendations to the Board to assume proper administration and use of the Associations funds.

SECOND: Develop a budget preparation calendar and program with the managing agent for adoption by the Board of Directors.

THIRD: Review potential auditors and tax preparers and make recommendations to the Board.

FOURTH: Review the annual audit and tax reports.

FIFTH: Recommend budget changes to the Board of Directors for adoption.

SIXTH: Assist other committees in preparing budget requests.

SEVENTH: Solicit committee budget requests and incorporate into final budget proposal to the Board of Directors.

EIGHTH: Committee shall consist of at least three (3) owners. One (1) as chairperson and one (1) as secretary to the Committee.

NINTH: Committee shall meet at least quarterly; however, in any case shall meet as often as necessary to complete its assigned responsibilities.



TENTH: Committee shall comply with the Board of Directors Resolution "Committees Generally".

## MASTER ARCHITECTURAL COMMITTEE

### CHARTER

#### CARMEL MOUNTAIN RANCH RESIDENTIAL COMMUNITY ASSOCIATION

WHEREAS, it is in the best interest of the owners and the Association to have a committee to assist in establishing architectural standards for exterior improvements; and

WHEREAS, the Board of Directors has identified the need to review owners requests for exterior improvements or changes to existing exterior improvements; and

NOW THEREFORE LET IT BE RESOLVED, that in accordance with Article VII of the Associations CC&R's that the Board of Directors of the Carmel Mountain Ranch Residential Community Association does establish by this resolution a committee as a standing committee of the Association as the Master Architectural Committee. The duties and functions of the Committee are herein setforth:

FIRST: The Committee shall periodically review and update if appropriate, the Design and Review Manual for architectural standards.

SECOND: Be alert to architectural problems shown by members and seek a solution to these problems.

THIRD: Review the facts in architectural disputes between owner's and make recommendations to the Board of Directors for these resolutions.

FOURTH: Meet from time to time, as necessary, to review applications and plans submitted by owners for changes to existing improvements or installation of new improvements.

FIFTH: Committee shall consist of never less than three (3) members nor more than five (5). Rights of Appointment are in accordance with Article VII, Section 7.02 of the Covenants, Conditions and Restrictions.

SIXTH: Committee shall comply with Board of Directors Resolution "Committees Generally" when it is not superseded by the governing documents.

## GOLF COURSE COMMITTEE

### CHARTER

#### CARMEL MOUNTAIN RANCH RESIDENTIAL COMMUNITY ASSOCIATION

WHEREAS, it is in the best interest of the owners and the Association to have a committee act as a liaison between the Carmel Mountain Ranch Golf Course management and ownership and the Association to resolve golf course landscaping issues that directly impact owners in the Association; and

WHEREAS, the establishment and fostering of good relations between the Association and the Carmel Mountain Ranch Golf Course management and ownership is beneficial to resolving issues that effect both parties; and

NOW THEREFORE LET IT BE RESOLVED, that the Board of Directors of the Carmel Mountain Ranch Residential Community Association does establish by this resolution a committee as a standing committee of the Association as the Golf Course Committee. The duties and functions of the Committee are herein setforth:

FIRST: Attend monthly walkthroughs with golf course personnel to inspect all golf course areas visible from Association common area to insure they are being maintained in an acceptable manner.

SECOND: To act as liaison between homeowners with complaints about the golf course and golf course management and ownership.

THIRD: Committee shall consist of at least three (3) owners. One (1) as a chairperson and one (1) as a secretary to the Committee.

FOURTH: Committee shall meet at least quarterly; however, in any case shall meet as often as necessary to complete its assigned responsibilities.

FIFTH: Committee Chairperson or his alternate shall attend all Board of Directors Meetings.

SIXTH: Committee shall comply with the Board of Directors Resolution "Committees Generally".