

**BIG CANOE PROCEDURE**

**Procedure 300.4 General Guidelines for All Board & Management Committees**

**I. PROCEDURE**

The following General Committee Guidelines and procedures are to be adopted for all Board and Management Committees and used in the development of individual Committee Charters.

**PURPOSE:** Big Canoe Board Committees provide assistance, recommendations, and information to the Board of Directors and General Manager of the Big Canoe Property Owners Association. Committees shall act in an advisory capacity to the Board of Directors and General Manager only, unless otherwise provided or at the specific direction of the Board.

**MEMBERSHIP:** The members of each committee shall be Members or the spouses of Members of the POA in good standing throughout the term of office. Additional qualifications, if any, are to be described in the Committee Charter. All proposed members of Board Committees shall be approved by the Board of Directors at a regular meeting. Members of the General Managers committees will be appointed by the General Manager.

The terms for committee members are to be described in the Committee Charter. An individual may serve on more than one Board or GM Committee at any given time.

A Committee member who is absent from three (3) of the regularly scheduled Committee meetings, consecutively, in a 12 month period is considered to have resigned from the Committee. The Board may waive the resignation for illness, emergency, or other good cause at the request of the Committee Chairperson.

**COMPENSATION:** Committee members serve without compensation, unless otherwise approved by the Board of Directors.

**MEETINGS:** The timing and frequency of Committee meetings shall be described in the Committee Charter. Decisions or recommendations of the Committee are approved by a simple majority vote of members present and voting (voting by proxy is prohibited). A majority of the committee members shall constitute a quorum to transact the business of the committee, and the act of the majority of the committee members present at any meeting shall be deemed to be the act of the committee.

**REPORTING:** The particular reporting requirements for a Committee shall be outlined within the Committee Charter.

**EMPLOYEES OF THE POA:** The committee is authorized to consult with the management staff members involved in the activities of the committee but shall not direct the activities of any employee of the POA.

**SUB-COMMITTEES:** Each Committee may appoint a sub-committee from among its membership and may delegate to this sub-committee any of its authority, duties, and function.