

BIG CANOE PROCEDURE

Procedure 300.4 General Guidelines for All Committees

I. PROCEDURE

The following General Committee Guidelines and procedures are to be adopted for all 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 a Member or spouse of a Member of the POA in good standing throughout their term of office and aged 18 or over, except for Elections Committee who must be Members of the POA in good standing. Additional qualifications, if any, are to be described in the Committee Charter. All proposed members of committees shall be approved by the Board of Directors at a regular or special meeting.

The terms for committee members are to be described in the Committee Charter. An individual may serve on more than one 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.

ETHICS: Any member of a committee to the POA who could reasonably be expected to benefit in a direct and substantial way from the possible outcome of a committee action under discussion must disclose each time that item is discussed that he/she has such a conflict of interest and abstain from voting on any motion affecting that interest.

CONFIDENTIALITY: Members of Committees may come in contact with confidential information, such as, but not limited to, personnel or legal. This information is to be kept confidential unless its release is specifically authorized by the Board. A breach of this duty may be grounds for dismissal from the committee.

II. RESPONSIBILITIES

The specific purview and responsibilities of each Committee are amplified and interpreted in their respective individual Committee Charters.

Contacting vendors or potential vendors regarding POA business is the responsibility of the POA's professional staff, unless specifically authorized by the Board or General Manager.

Committee Chairperson: The chairperson of each committee shall be a Member or spouse of a member of the POA in "good standing" throughout their term of office. The Chairperson of Committees must be approved by the Board of Directors. The Chairperson of each Committee shall preside over and manage the general affairs of the Committee to ensure that the committee fulfills its goals and assignments from the Committee Charter.

Board Liaison: All Committees may have a Board Member appointed as a Liaison. The Board Liaison's role is to ensure that the Committee adheres to its Committee Charter; acts within the purposes assigned to Committees and provides advice to the Committee when necessary.

III. SCOPE

This policy governs all Board Committees.

IV. DEFINITIONS

Board Committee: One which is appointed by the Board to provide assistance, recommendations, and information to the Board of Directors in an advisory capacity, as distinguished from a Committee of the Board, which consists of Board members and other appointed members, who carry out specific duties and functions on behalf of the Board.

V. RELATED POLICIES