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# Hidden Trails Neighborhood Advisory Committee Charter

*By affirmative vote, the Board of Directors of Hidden Trails Community Association, Inc. ("HTCA"), hereby adopt the following resolution as an official action of the Board of Directors ("Board") of HTCA, and hereby direct that this action be filed with the minutes of the proceedings of the Board of HTCA:*

**WHEREAS**, *Article VIII* of the Bylaws of HTCA provides that the Board may establish such committees as it deems appropriate to perform such tasks and functions as the Board may designate by resolution; and

**WHEREAS**, the Board finds there is interest in an Advisory Committee ("Committee") for the purpose of acting as a recommending body and providing support to the Board on matters which preserve, enhance or maintain the assets and living experience for members of HTCA;

**NOW, THEREFORE, BE IT RESOLVED THAT** the Board establishes the Committee in accordance with the following**:**

**Statement of Intent**

The purpose of this Committee is to gather information and ideas from HTCA members, as well as, provide education to HTCA members through open communication between HTCA members and the Board. This will assist the Board when making decisions affecting HTCA members. The Committee will address issues that may be unique to the Hidden Trails community or other tasks specific to HTCA as assigned by the Board.

**Membership**

Membership on the Committee shall be limited to HTCA members who are in good standing (which includes without limitation, no more than 30 days delinquent in the payment of assessments). Owners wishing to serve on the Committee will be asked to complete an Application for Committee Volunteer for review by the Board.

The Board appoints the Committee members for one (1) year terms. A member may be removed from the Committee at any time by a majority vote of the Board. If a vacancy occurs, the Board may appoint a new member to fill the unexpired term of the member position. Committee membership is set at a maximum of seven (7) members, and a minimum of three (3) members.

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**Committee Authorization and Responsibility**

The Committee is to communicate any recommendations to the Board via the manager hired by the Board ("Community Manager"). As such the Community Manager shall be kept apprised of meetings and recommendations in order to stay current on the Committee's activities and progress. The responsibilities of the Committee are outlined below.

- Work together in a cooperative and open manner to complete the objectives of the Committee.
- Assist the management team in identifying concerns and opportunities within the community through resident feedback.
- Meet quarterly, or as needed, to review and discuss Committee responsibilities and make any necessary recommendations to the Community Manager, who will report to the Board.
- Provide a written record (minutes) of meeting discussions to be reported to the Board.
- Members of the Committee are expected to attend not less than 75% of all Committee meetings within a 12-month period. Committee members who miss 25% or more of the meetings are considered to have submitted a request to resign their position on the Committee. The Chairperson can make exceptions to the attendance requirement for serious illness or other good cause and upon notice of such absence in advance of the meeting date.

**Committee Organization**

All Committee members will have voting rights on topics requiring a vote within the Committee meetings.

*Chairperson:* The Committee will vote to select a Committee member to serve as the Chairperson of the Committee for a one-year term. The Chairperson will direct, supervise, coordinate and have general control over the affairs of the Committee and act as the liaison to the Community Manager, who in turn will report Committee business to the Board. The Chairperson will preside at all meetings of the Committee. In addition, the Chairperson is responsible for ensuring the members act within the scope of the Committee's Charter and remain focused on their responsibilities. Duties include but not limited to the following:

- Prepare and coordinate meeting agendas and meeting packet
- Ensure matters are dealt with in an orderly and efficient manner
- Bring impartiality and objectivity to meetings and decision making
- Ensure follow up on action items
- Prepare written reports to the Board of Directors
- Present Committee report to the Community Manager

*Vice Chair:* The Vice Chair will be elected by the Committee members to serve a one-year term. The position will preside over Committee meetings in the absence of the Chairperson and will appropriately communicate any issues to the Chairperson, if available, or the Community Manager.

*Secretary:* The Secretary will be elected by the Committee members to serve a one-year term. The Secretary shall take minutes of the Committee's meeting to be emailed to the Community Manager no later than 2 weeks after the meeting.

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**Meetings**

A quorum is necessary to conduct business during the Committee meeting. The Committee shall meet quarterly, or as necessary to fulfill their assigned duties. Regularly scheduled Committee meetings shall be closed to non-Committee members, unless otherwise announced to all members of HTCA.

**Restricted Functions**

The Committee does not have the authority to give directions and or instructions to contractors, management or employees and will not communicate or represent HTCA's or Committee's business or political interests or positions to other persons outside the Association, or seek bids or make contracts for services or any other matters without explicit written instructions from the Board.

**Ethics**

When serving in their official capacity, Committee members shall observe the following standards:

Duty: Committee members shall act in the best interest of HTCA and its members, even if the best outcome for the Hidden Trails community as a whole would be detrimental to the Committee member personally. Once a vote is taken, Committee members shall support the majority position of the Committee.

Conflict of Interest: Committee members shall disclose any real or perceived conflict of interest and refrain from actively participating in the discussion of, or voting on any issue which has an effect on them, their immediate family, and their business interests, distinct from its effect on Hidden Trails in general.

Personal Benefit: Committee members shall not obtain goods, services, or other consideration from the Association that is not generally available to other residents of Hidden Trails.

Gifts: Committee members shall refrain from accepting gifts from residents, contractors, businesses, or other individuals, as consideration, for work to their service on a Committee.

The Board of Directors may dissolve the Committee and/or revoke, modify, reduce, expand or supplement the duties of the Committee.

Establishment of the Committee is approved by the Board of Directors, effective as of July 9, 2020.

DocuSigned by:
Richard Mott
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7/16/2020

**Richard Mott, Director of**
**Hidden Trails Community Association, Inc.**

**Date**

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Drew Snider
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7/16/2020

**Drew Snider, Director of**
**Hidden Trails Community Association, Inc.**

**Date**

DocuSigned by:
Clifton Karam
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7/16/2020

**Clifton Karam, Director of**
**Hidden Trails Community Association, Inc.**

**Date**