



Memo

To: Board of Directors
From: Gary Belair, Board Director
Date: July 20, 2022
Re: Proposed Motion - Amendment to Bylaws Article XII Committees

Proposed Motion

I move to make the following amendments to HSVPOA Governing Documents:

- 1) Amend Bylaws Article XII Committees as follows:

Remove the term “Standing” in reference to Committees from all applicable sections in the attached redlined copy.

Change “Board committee member” to “Board Director Liaison” in all applicable sections in the attached redlined copy.

In Section 5, A: Change “full members” to “Liaisons”

- 2) Chapter 7, Article 2 Committee Selections Process Policy

Remove the term “Standing” in reference to Committee from all applicable sections in the attached redlined copy.

Replace “member” with “Board Director Liaison” in all applicable sections as shown in the attached redlined copy.

- 3) Chapter 7, Article 3 Chairpersons of Committees Policy

Remove the term “Standing” in reference to Committees from all applicable sections in the attached redlined copy.

Section 3: Replace “Committee Chair” with “Board Director Liaison”; remove “duties and responsibilities, limitations, meetings, reports, and other information.”

Section 8, h: Remove “Ensure that all committee members understand that the authority of Board members serving on committees as full members is no different than any other committee member. Their opinions surrounding any particular subject are theirs alone and do not represent the Board of Directors opinion as a whole. If a committee is making a recommendation to staff

or the Board it would be expected that the committee serving Board director would indicate their support or lack of support for the recommendation, but in no circumstance should the Board director's opinion alone result in the recommendation moving forward. Whether a recommendation moves forward should be solely determined by a majority vote of the committee. The aforementioned should be re-enforced with the entire committee on a regular basis."

Add Section 9: "Forwarding a committee recommendation requires a majority vote of the committee."

4) Chapter 8, Article 4 Board Member Duties Policy

Section V, 1, d: Remove "Appoints all Board Committee chairs." Add: "Ensures that Board Committees are focused on pursuing the strategic needs of the association.

Section V, 4: Remove: "Board," in reference to Treasurer.

Background

The HSVPOA Board of Directors met with Committee Chairs and Vice Chairs in late June 2022 to discuss changes to committee structure and Board reporting. The proposed changes as noted will align HSVPOA governing documents with the amended Committee Charters.

ARTICLE XII

Committees

Section 1. The Committees of the Association shall be

- A. Architectural Control
- B. Audit
- C. Common Property, Forestry, and Wildlife
- D. Finance and Planning
- E. Golf
- F. Governmental Affairs
- G. Lakes
- H. Marketing
- I. Public Services
- J. Recreation
- K. Trails

The Board of Directors may constitute such other committees (including ad hoc committees), as it deems desirable, and appoint members to committees so constituted.

Section 2. Committees must operate within the constraints of a charter to be adopted and approved by the Board of Directors. Each charter shall provide for staggered terms of its members and shall include authority (serving the board, the staff, or both), purpose, organization and appointment, duties and responsibilities, limitations, meetings and reports. Committees shall also follow the open committee meeting policy stated in the POA Policies, Chapter One, Article 26.

Section 3. Each committee shall consist of a chair plus two or more members.

- A. A member of the Board of Directors shall be elected by the Board to serve as a Board Director Liaison to each committee.
 - a. Household members of elected directors and officers may not serve on Committees.
 - b. A Board member may not serve as the Committee Chair unless otherwise permitted by the charter.
- B. This election will occur shortly after the Board is constituted each April.
- C. The GM will appoint the appropriate staff member to serve as committee member to each Committee with the exception of the Audit Committee.

Section 4. Appointment of Committee members

- A. All committee members must be members in good standing of the Hot Springs Village Property Owners' Association or current employees of HSVPOA if appointed to a committee by the GM.
- B. Committee members are allowed to serve on two Committees at a time, exceptions may apply if specifically provided by the Board.

- C. Committee members shall be re-appointed by the Board of Directors annually at the May Board of Directors meeting in accordance with the POA Operating Policies, Chapter 7, Article 2, Committee Selection Process. The terms of service of committee members shall commence at the committee's June meeting. The Chair, Vice Chair and Secretary shall be chosen annually by majority vote of the new committee during the June committee meeting, unless otherwise specified in the Committee's Charter.
- D. Appointments to Committees shall be for terms consistent with each Committee's Charter. Initial terms of members of new committees shall vary as necessary to allow for staggered terms of committee members.
- E. When mid-term vacancies occur, replacements shall be appointed to serve the balance of the term vacated. Time served on an interim appointment greater than one year shall count as a full term and the member would only be eligible to serve one additional full term. Time served on an interim appointment for one year or less shall not count as a full term and the member would be eligible to serve two full terms.
- F. Upon the expiration of his/her full term, a committee member may be reappointed once to the same committee. Upon request and at the Board's discretion, a committee member who has served two full terms may be appointed to continue to serve on the Committee.
- G. Committee members shall serve at the pleasure of the Board and may be removed by the Board for cause or for three consecutive unexcused absences from regularly scheduled meetings.
- H. Committees may appoint sub-committees consisting of their own members or others, as appropriate, provided the purpose of the sub-committee is within the scope of the chartered purpose of the Committee.
- I. Committees may solicit advisors to meet with them regularly or for a specific period of time to adequately address issues pertinent to the committee's charter.
- J. Committee chairs are responsible for submitting annual reports of Committee activity and accomplishments by May 15th of the succeeding year, to the secretary.
- K. Meeting minutes require approval of the Committee prior to submission to the Corporate Secretary. If no meeting was held, an email communication is requested.
- L. Should a committee choose to postpone or cancel a regularly scheduled meeting, the Committee Chair will notify the Corporate Secretary.
- M. All committees are Board Committees.

Section 5. Role of Board and Staff Committee Members

A. Responsibilities of Board Director Liaison Members

1. To advise the Committee of POA Board actions and upcoming issues of interest to committee.
2. To ensure the Committee adheres to its charter and advises the committee chair when deviations are detected.
3. To ensure effective committee leadership from year to year, the POA Board Director Liaison may participate in solicitation of members to fill leadership posts.
4. To conduct election of committee leadership in June of each year.
5. To advise fellow POA Board members of forthcoming recommendations from the Committee and other issues of interest to the Board.
6. To understand what conduct is appropriate when functioning in a true governance capacity:
 - i. The Board and its authority only exist when it is in session.
 - ii. An individual Board member shall have no power of government or administration, derived from the fact that each director was elected to office. Please reference Bylaws Article 7, Section 4 Governing Power.
 - iii. The Board members (individually) understand that property owner expectations hold them accountable to a “higher standard” of decorum and should act accordingly both in and outside of the Board Room.
7. Board member Directors serving on committees as Liaisons must ensure that all other committee members understand that when serving in this capacity their authority is no different than any other committee member.

B. Responsibilities of POA Staff Committee Members

1. To communicate staff plans, upcoming topics of interest, and issues for consideration.
2. To advise the GM of forthcoming recommendations from committee and other issues of interest to Administration.

Section 6. Conducting Business

- A. The rules contained in the current edition Democratic Rules of Order shall govern the conduct of Committees in all cases to which they are applicable and in which they are not inconsistent with any governing documents.
- B. The chair may vote whenever they choose.

- C. Proxy voting shall not be allowed.
- D. The physical presence of a majority of the committee shall constitute a quorum thereof. A majority of the minimum required quorum shall be able to approve committee actions.

9. Actively engages the Board by anticipating their needs and providing thorough and timely information concerning both project status and policy development, as necessary;
10. Performs other duties as assigned by the Board.

Section 7. Multiple Offices. It shall be permissible at the discretion of the Board for the officers to serve in more than one capacity concurrently. Employees of the Association may also serve as corporate officers.

Section 8. Performance of Duties During Vacancy. In the event any officer, because of absence or incapacity of any kind, is unable to perform any of the duties of office, or in the event of a vacancy of any office, the Chair may designate some other person to perform such duties during such time or until such vacancy is filled by the Board.

ARTICLE XII

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The Board of Directors may constitute such other committees (including ad hoc committees), as it deems desirable, and appoint members to committees so constituted.

Section 2. Committees must operate within the constraints of a charter to be adopted and approved by the Board of Directors. Each charter shall provide for staggered terms of its members and shall include authority (serving the board, the staff, or both), purpose, organization and appointment, duties and responsibilities, limitations, meetings and reports. ~~Standing~~ Committees shall also follow the open committee meeting policy stated in the POA Policies, Chapter One, Article 26.

Section 3. Each committee shall consist of a chair plus two or more members.

- A. A member of the Board of Directors shall be elected by the Board to serve as a ~~committee member of~~ Board Director Liaison to each committee.

- a. Household members of elected directors and officers may not serve on **Standing** Committees.
- b. A Board member may not serve as the Committee Chair unless otherwise permitted by the charter.
- B. This election will occur shortly after the Board is constituted each April.
- C. The GM will appoint the appropriate staff member to serve as committee member to each **Standing** Committee with the exception of the Audit Committee.

Section 4. Appointment of Committee members

- A. All committee members must be members in good standing of the Hot Springs Village Property Owners' Association, or current employees of HSVPOA ~~who are~~ if appointed to a committee by the GM.
- B. Committee members are allowed to serve on two **Standing** Committees at a time; exceptions may apply if specifically provided by the Board.
- C. **Standing** Committee members shall be re-appointed by the Board of Directors annually at the May Board of Directors meeting in accordance with the POA Operating Policies, Chapter 7, Article 2, **Standing** Committee Selection Process. The terms of service of committee members shall commence at the committee's June meeting. The Chair, Vice Chair and Secretary shall be chosen annually by majority vote of the new committee during the June committee meeting, unless otherwise specified in the **Standing** Committee's Charter.
- D. Appointments to Committees shall be for terms consistent with each Committee's Charter. Initial terms of members of new committees shall vary as necessary to allow for staggered terms of committee members.
- E. When mid-term vacancies occur, replacements shall be appointed to serve the balance of the term vacated. Time served on an interim appointment greater than one year shall count as a full term and the member would only be eligible to serve one additional full term. Time served on an interim appointment for one year or less shall not count as a full term and the member would be eligible to serve two full terms.
- F. Upon the expiration of his/her full term, a committee member may be reappointed once to the same committee. Upon request and at the Board's discretion, a committee member who has served two full terms may be appointed to continue to serve on the **Standing** Committee.
- G. Committee members shall serve at the pleasure of the Board and may be removed by the Board for cause or for three consecutive unexcused absences from regularly scheduled meetings.

- H. ~~Standing~~ Committees may appoint sub-committees consisting of their own members or others, as appropriate, provided the purpose of the sub-committee is within the scope of the chartered purpose of the ~~Standing~~ Committee.
- I. Committees may solicit advisors to meet with them regularly or for a specific period of time to adequately address issues pertinent to the committee's charter.
- J. Committee chairs are responsible for submitting annual reports of ~~Standing~~ Committee activity and accomplishments by May 15th of the succeeding year, to the secretary.
- K. Meeting minutes require approval of the Committee prior to submission to the Corporate Secretary. If no meeting was held, an email communication is requested.
- L. Should a committee choose to postpone or cancel a regularly scheduled meeting, the Committee Chair will notify the Corporate Secretary.
- M. All committees are Board Committees.

Section 5. Role of Board and Staff Committee Members

- A. Responsibilities of Board ~~Director Liaison Committee~~ Members
 - 1. To advise the ~~Standing~~ Committee of POA Board actions and upcoming issues of interest to committee.
 - 2. To ensure the ~~Standing~~ Committee adheres to its charter and advises the committee chair when deviations are detected.
 - 3. To ensure effective committee leadership from year to year, the POA Board ~~Director Member-Liaison~~ may participate in solicitation of members to fill leadership posts.
 - 4. To conduct election of committee leadership in June of each year.
 - 5. To advise fellow POA Board members of forthcoming recommendations from the ~~Standing~~ Committee and other issues of interest to the Board.
 - 6. To understand what conduct is appropriate when functioning in a true governance capacity:
 - i. The Board and its authority only exist when it is in session.
 - ii. An individual Board member shall have no power of government or administration, derived from the fact that each director was elected to office. Please reference Bylaws Article 7, Section 4 Governing Power.
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accountable to a "higher standard" of decorum and should act accordingly both in and outside of the Board Room.

7. Board member Directors serving on committees as Liaison full-members must ensure that all other committee members understand that when serving in this capacity their authority is no different than any other committee member.

B. Responsibilities of POA Staff Committee Members

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Section 6. Conducting Business

- A. The rules contained in the current edition Democratic Rules of Order shall govern the conduct of Standing Committees in all cases to which they are applicable and in which they are not inconsistent with any governing documents.
- B. The chair may vote whenever they choose.
- C. Proxy voting shall not be allowed.
- D. The physical presence of a majority of the committee shall constitute a quorum thereof. A majority of the minimum required quorum shall be able to approve committee actions.

ARTICLE XIII

Meeting of Members

Section 1. A meeting of the members shall be held annually as determined by Resolution of the Board of Directors.

Section 2. Special meetings of the members for any purpose may be called at any time by the Chair, Vice Chair, any two or more officers or Directors, or upon written request of one-fourth of the members in good standing.

Section 3. Notice of any meetings shall be given to the members by the Secretary. Notice may be given to the member either personally, or by sending a copy of the notice through the mail, postage thereon fully prepaid to his address appearing on the books of the Association, electronic mail or by other acceptable notification processes. Each member shall register his/her address with the Secretary, and notices of meetings shall be mailed to him/her at such address. Notice of any meetings regular or special shall be mailed at least six (6) days in advance of the meeting and shall set forth in general the nature of the business to be transacted, provided, however, that if the

business of any meeting shall involve an election governed by ARTICLE VIII or any action governed by the Articles of Incorporation or by the Declaration applicable to The Properties, notice of such meeting shall be given or sent as therein provided.

GUIDELINES

STANDING COMMITTEE SELECTIONS PROCESS

HOT SPRINGS VILLAGE PROPERTY OWNERS' ASSOCIATION

The Board of Directors will use the following process in reviewing applications for POA Committees prior to making recommendations for appointment.

1. Any person interested in serving on a specific Committee should complete an application form and file it with the office of the Corporate Secretary.
2. A determination will be made whether the applicant is a member in good standing of the Hot Springs Village Property Owners' Association at the time application is submitted. If the applicant is not a member in good standing, the application will be rejected, and a written explanation will be mailed to the applicant.
3. Copies of applications of all eligible applicants will be sent to the committee chairperson and the POA Board Director Liaison and staff members serving on the committee. They shall jointly make recommendations on committee vacancies, which will be advanced to the Board through the Board Director Liaison serving on the committee.
4. Prior to submitting any applicant/nominee for recommendation to the Board, there will be a personal interview conducted on all applicants under consideration for appointment. The interview team will consist of the committee chairperson, the Board member and staff member serving on the committee; criteria for conducting the interview and procedures to be used will be adopted in advance.
5. Letters confirming appointment to a committee will be prepared and mailed by the office of the Corporate Secretary.
6. The office of the Corporate Secretary will keep applications for a period of one year in the event further vacancies occur on the committee.
7. When a vacancy occurs on a Committee, on-file applications will be forwarded to the committee chairperson.
 - a. With respect to mid-term vacancies, no property owner who has been appointed to another Committee during the current term-year may be eligible to be appointed to fill the vacancy.

GUIDELINES
~~STANDING~~-COMMITTEE SELECTIONS PROCESS
HOT SPRINGS VILLAGE PROPERTY OWNERS' ASSOCIATION

The Board of Directors will use the following process in reviewing applications for POA ~~Standing~~ Committees prior to making recommendations for appointment.

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6. The office of the Corporate Secretary will keep applications for a period of one year in the event further vacancies occur on the committee.
7. When a vacancy occurs on a ~~Standin~~g Committee, on-file applications will be forwarded to the committee chairperson.
 - a. With respect to mid-term vacancies, no property owner who has been appointed to another ~~Standing~~-Committee during the current term-year may be eligible to be appointed to fill the vacancy.

Revised and Adopted 8-26-98 BOD, 10-28-98, BOD, 11-20-98, 10-17-07, 01-16-19, 04-15-20

**GUIDELINES
CHAIRPERSONS OF COMMITTEES**

1. The Board of Directors of the Property Owners' Association has established Committees which serve in an advisory capacity r to the Board Refer to Bylaws Article XII, Section 1.
2. The Board Director Liaison is responsible for ensuring the committee adheres to the charter's purpose, organization and appointment.
3. A member of the Board of Directors is elected by the Board to serve as a committee member on each committee, as appropriate within the charter's purpose.
4. A member of the POA staff is appointed by the General Manager to serve as a committee member on each committee, as appropriate within the charter's purpose.
5. Each Committee Chair will attend all POA-sponsored committee training.
6. Committee Chairs are encouraged to attend meetings of the Board of Directors to remain knowledgeable of current and future areas of focus.
7. A Chair, Vice Chair and Secretary of each committee shall be chosen annually by majority vote of the new committee in accordance with the Bylaws. The chairperson shall be elected for a term of one year and may not succeed himself/herself unless the Board grants special approval.
8. General Committee Chair Responsibilities
 - a. Notify the Corporate Secretary of any committee vacancy as soon as possible and coordinate annual term expirations
 - b. Encourage committee members to contact property owners they believe would make productive committee members and encourage them to complete an application to POA Administration. Refer to POA Operating Policies, Chapter 7, Article 2.A for the Committee Application Form.
 - c. Prepare an annual report of committee activities in accordance with Bylaws Article XII, Section J
 - d. Coordinate meeting agenda topics and resource needs with Board or Staff Committee members, in accordance with charter's advisory focus.
 - e. Distribute copies of the committee's charter to each member and ask them to review.
 - f. Review Bylaws Article XII and the committee's charter; ensure all committee members understand their purpose, duties, and limitations.
 - g. Ensure the timely submittal of approved minutes and reports to the Corporate Secretary's office.
9. Forwarding a committee recommendation requires a majority vote of the committee.

**GUIDELINES
CHAIRPERSONS OF ~~STANDING~~ COMMITTEES**

1. The Board of Directors of the Property Owners' Association has established ~~Standing~~ Committees which serve in an advisory capacity to the Board. Refer to Bylaws Article XII, Section 1.
2. A member of the Board of Directors is elected by the Board to as a Board Director Liaison on each committee.
3. The ~~Committee Chair~~ Board Director Liaison is responsible for ensuring the committee adheres to the charter's purpose, ~~organization and appointment. duties and responsibilities, limitations, meetings, reports, and other information.~~
4. A member of the POA staff is appointed by the General Manager to serve as a committee member on each committee, as appropriate within the charter's purpose.
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 - b. Encourage committee members to contact property owners they believe would make productive committee members and encourage them to complete an application to POA Administration. Refer to POA Operating Policies, Chapter 7, Article 2 for the ~~Standing~~ Committee Application Form.
 - c. Prepare an annual report of committee activities in accordance with Bylaws Article XII, Section J
 - d. Coordinate meeting agenda topics and resource needs with Board or Staff , Committee members, in accordance with charter's advisory focus.
 - e. Distribute copies of the committee's charter to each member and ask them to review.
 - f. Review Bylaws Article XII and the committee's charter; ensure all committee members understand their purpose, duties, and limitations.
 - g. Ensure the timely submittal of approved minutes and reports to the Corporate Secretary's office.

- ~~1. Ensure that all committee members understand that the authority of Board members serving on committees as full members is no different than any other committee member. Their opinions surrounding any particular subject are theirs alone and do not represent the Board of Directors opinion as a whole. If a committee is making a recommendation to staff or the Board it would be expected that the committee serving Board director would indicate their support or lack of support for the recommendation, but in no circumstance should the Board director's opinion alone result in the recommendation moving forward. Whether a recommendation moves forward should be solely determined by a majority vote of the committee. The aforementioned should be re-enforced with the entire committee on a regular basis.~~

9. Forwarding a committee recommendation requires a majority vote of the committee.

10-17-07, Rev. 1-16-08, 4-15-09, 01-16-19, 04-15-20, 06-17-20

ARTICLE 4
BOARD MEMBER DUTIES

Section I Purpose

Mission of the Board:

"To Govern consistently with the Declaration and Protective Covenants, to assure the viability of Hot Springs Village by establishing and managing goals and objectives and to ensure that the voice of the property owner is represented."

Role of the Board:

The Board's role is defined by the responsibilities, authority, and accountability stated in Article IX, Sections 1, 2, & 3 of HSV By Laws.

Conduct of the Board:

Best practices for making and implementing decisions through appropriate conduct are described in Article 1 of the board policies, "Conduct of a Board in a Governance Role".

Section II Duties of a Board Member

Duties of a Board Member include:

1. To operate in concert with state and federal laws, the Articles of Incorporation, the Declaration and Protective Covenants, Bylaws, and corporation policies;
Fiduciary Duty of Obedience - Bylaws: Article VII, section 4; IX, section 2.e & 3
2. To develop a working knowledge of fiduciary duties and apply them in your governing role;
Bylaws: Article IX, section 1.d
3. To establish the vision, mission, values, and Enterprise Goals for Hot Springs Village.
Fiduciary duty of Care - Bylaws: Article IX, section 1.b
4. To attend, prepare, and actively participate in meetings and discussions;
Bylaws: Article VII, section 6.a
5. To approve the annual operating budget from a strategic, enterprise-level perspective, monitoring related financial performance, and appointing independent auditors;
Fiduciary Duty of Care - Bylaws: Article IX, section 1.d;
6. To participate in Board training and effectiveness assessments;
Bylaws: Article IX, section 1.e
7. To participate in hiring and releasing the General Manager (GM), setting clear performance expectations and providing the governance-level resources to achieve them;

Bylaws: Article IX, section 1.a

8. To maintain confidentiality;
Bylaws: Article IX, section 3.II.a; Policies: Chapter VIII, Article 3
9. To model each of the organization's values;
Policies: Chapter VIII, Article 1, section 3.a
10. To encourage and respect alternative opinions that serve to bring forth the best ideas and point them towards a shared vision;
Policies: Chapter VIII, Article 1, section 3.e
11. To support the organization and Board decisions- whether I am of the minority or majority opinion - in a positive and uniting manner at all times and in all places;
Fiduciary Duty of Obedience - Policies: Chapter VIII, Article 1, section 3.e
Bylaws: Article IX, section 3.I
12. To observe parliamentary procedures and display courteous conduct in all board and committee meetings;
Policies: Chapter VIII, Article 1, section 3.d. e
13. To refrain from intruding on issues that are the responsibility of management, except to monitor results and prohibit actions that conflict with governing policies and principles;
Bylaws: Article VII, section 4, 6.b; Article IX, section 1; Policies: Article 1, section 3.c
14. To participate in retreats, strategic planning, self-studies, evaluations, and any other opportunities available to enhance my effectiveness as a board member;
Bylaws: Article IX, section 1.e
15. To actively prepare for and participate in assigned committees only, modeling and upholding the separation of governance activities from management activities during these meetings;
Fiduciary Duty of Care - Bylaws: Article IX, section 1
16. To follow the association's conflict of interest policy, including declaring potential conflicts and refraining from voting on matters in which I have a conflict of interest; and
Bylaws: Article IX, section 3.II; Article I, section 10
17. To consider resigning my position as a board member, if, for any reason, I find myself unable to carry out my fiduciary responsibilities: care, loyalty, and obedience.
Bylaws: Article VII, Section 5

Section III Term of Office

Hot Springs Village Board Members serve in accordance with Article XII of the Articles of Incorporation.

Section IV Leadership Qualities

Synergistic virtues and attributes of an aspiring, well-versed member of the board:

1. Leadership practices that inspire a shared vision, model the way, encourage the heart, enable others to act, and challenge the process (from Kouzes and Pozner Leadership Model);
2. Personal values that are rooted in a passion for improving the lives of all property owners and stakeholders of Hot Springs Village;
3. Political considerations of conduct and activity that create and strengthen relationships with county, city, state, and federal government officials.

Section V Board Officer Duties

1. **Chair**. The Chair shall be selected from among the members of the Board of Directors and is expected to provide leadership to Hot Springs Village's Board of Directors and the Board committees. The Board Chair facilitates communication and decision-making within the board. Specific responsibilities include, but are not limited to:
 - a. Works with the GM in preparing an agenda for Board meetings, considering requests made by all Board members and company officers
 - b. Convening and facilitating board and executive session meetings.
 - c. Facilitates any disciplinary actions for Board members, in accordance with Association Bylaws and Democratic Rules of Order.
 - d. Ensures that Board Committees are focused on pursuing the strategic needs of the association.
 - e. Works in partnership with the GM to make sure that Board resolutions, directives and policies are carried out and support the organization's mission.
 - f. Ensuring that there is a quarterly performance review of the GM and an annual Effectiveness Assessment of the Board.
 - g. Helps guide and mediate Board actions with respect to organizational priorities and governance concerns.
 - h. Acts as an ambassador of the association and advocates for its mission to internal and external stakeholders.
 - i. Oversees the recruitment, evaluation, and discipline of the GM.
 - j. Ensures the Board Vice Chair is apprised of Board activities and prepared to fulfill the roles and responsibilities of the Chair in the case of her or his inability or absence.
 - k. Acts as liaison with GM on behalf of the Board to ensure majority wishes are understood and executed.
 - l. Acts as official spokesperson for the Board on governance matters.
2. **Vice Chair**. The Vice Chair shall be selected from among the members of the Board of Directors and is expected to provide leadership to the association's Board of Directors. The Vice Chair shall also perform such other duties as the Chair or Board of Directors

may assign to him or her from time to time. Specific responsibilities include, but are not limited to:

- a. Fulfill the roles and responsibilities of the Chair in the case of her or his inability or absence.
 - b. Fulfill the roles and responsibilities of the Secretary in the case of her or his inability or absence.
3. **Secretary**. The Secretary may be a member of the Board, provided, however, that such member of the Board may not be salaried. In the event someone other than a member of the Board is appointed to serve as Secretary, then such person may be salaried and need not be a member of the Association. The Board Secretary is expected to establish and oversee sound practices for documentation and effective procedures for Board communication. Specific responsibilities include, but are not limited to:
- a. Overseeing the recording and timely distribution of Board and Executive Session meeting minutes.
 - b. Keeping records of all official and/or legal organizational documents, such as articles of incorporation, Declaration, Protective Covenants, bylaws, policies, legal advice, and other key documents, ensuring that all board resolutions are duly integrated in the appropriate governing document.
 - c. Ensuring notices are duly given in accordance with the provisions of the association's bylaws or as required by law.
 - d. Recording all votes.
 - e. Signing organizational documents as needed.
4. **Treasurer**. Corporate Treasurer. The Treasurer shall be elected by the members of the Board of Directors. If the Treasurer is not a Director, as a Corporate Officer, he/she is an Ex-officio/non-voting Board member with all the duties, responsibilities, and commitments of a Director/Board Member. The Treasurer is the Officer entrusted with, and the Custodian of the funds of the Association.

Performs all of the duties related to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the chair or by the Board of Directors.

Approved: 03-21-18, 05-20-20, 06-17-20, 10-21-20

ARTICLE4
BOARD MEMBER DUTIES

Section I Purpose

Mission of the Board:

"To Govern consistently with the Declaration and Protective Covenants, to assure the viability of Hot Springs Village by establishing and managing goals and objectives and to ensure that the voice of the property owner is represented."

Role of the Board:

The Board's role is defined by the responsibilities, authority, and accountability stated in Article IX, Sections 1, 2, & 3 of HSV By Laws.

Conduct of the Board:

Best practices for making and implementing decisions through appropriate conduct are described in Article 1 of the board policies, "Conduct of a Board in a Governance Role".

Section II Duties of a Board Member

Duties of a Board Member include:

1. To operate in concert with state and federal laws, the Articles of Incorporation, the Declaration and Protective Covenants, Bylaws, and corporation policies;
Fiduciary Duty of Obedience - Bylaws: Article VII, section 4; IX, section 2.e & 3
2. To develop a working knowledge of fiduciary duties and apply them in your governing role;
Bylaws: Article IX, section 1, d
3. To establish the vision, mission, values, and Enterprise Goals for Hot Springs Village.
Fiduciary duty of Care - Bylaws: Article IX, section 1, b
4. To attend, prepare, and actively participate in meetings and discussions;
Bylaws: Article VII, section 6.a
5. To approve the annual operating budget from a strategic, enterprise-level perspective, monitoring related financial performance, and appointing independent auditors;
Fiduciary Duty of Care - Bylaws: Article IX, section 1, d;
6. To participate in Board training and effectiveness assessments;
Bylaws: Article IX, section 1, e
7. To participate in hiring and releasing the General Manager (GM), setting clear performance expectations and providing the governance-level resources to achieve them;

Bylaws: Article IX, section La

8. To maintain confidentiality;
Bylaws: Article IX, section 3.II.a; Policies: Chapter VIII, Article 3
9. To model each of the organization's values;
Policies: Chapter VIII, Article 1, section 3.
10. To encourage and respect alternative opinions that serve to bring forth the best ideas and point them towards a shared vision;
Policies: Chapter VID, Article 1, section 3.e
11. To support the organization and Board decisions- whether I am of the minority or majority opinion - in a positive and uniting manner at all times and in all places;
Fiduciary Duty of Obedience - Policies: Chapter VIII, Article 1, section 3.e
Bylaws: Article IX, section 3.I
12. To observe parliamentary procedures and display courteous conduct in all board and committee meetings;
Policies: Chapter VIII, Article 1, section 3.d. e
13. To refrain from intruding on issues that are the responsibility of management, except to monitor results and prohibit actions that conflict with governing policies and principles;
Bylaws: Article VII, section 4, 6.b; Article IX, section 1; Policies: Article 1, section 3.c
14. To participate in retreats, strategic planning, self-studies, evaluations, and any other opportunities available to enhance my effectiveness as a board member;
Bylaws: Article IX, section 1, e
15. To actively prepare for and participate in assigned committees only, modeling and upholding the separation of governance activities from management activities during these meetings;
Fiduciary Duty of Care - Bylaws: Article IX, section 1
16. To follow the association's conflict of interest policy, including declaring potential conflicts and refraining from voting on matters in which I have a conflict of interest; and
Bylaws: Article IX, section 3.II; Article I, section 10
17. To consider resigning my position as a board member, if, for any reason, I find myself unable to carry out my fiduciary responsibilities: care, loyalty, and obedience.
Bylaws: Article VII, Section 5

Section III Term of Office

Hot Springs Village Board Members serve in accordance with Article XII of the Articles of Incorporation.

Section IV Leadership Qualities

Synergistic virtues and attributes of an aspiring, well-versed member of the board:

1. Leadership practices that inspire a shared vision, model the way, encourage the heart, enable others to act, and challenge the process (from Kouzes and Pozner Leadership Model);
2. Personal values that are rooted in a passion for improving the lives of all property owners and stakeholders of Hot Springs Village;
3. Political considerations of conduct and activity that create and strengthen relationships with county, city, state, and federal government officials.

Section V Board Officer Duties

1. **Chair.** The Chair shall be selected from among the members of the Board of Directors and is expected to provide leadership to Hot Springs Village's Board of Directors and the Board committees. The Board Chair facilitates communication and decision-making within the board. Specific responsibilities include, but are not limited to:
 - a. Works with the GM in preparing an agenda for Board meetings, considering requests made by all Board members and company officers
 - b. Convening and facilitating board and executive session meetings.
 - c. Facilitates any disciplinary actions for Board members, in accordance with Association Bylaws and Democratic Rules of Order.
 - d. ~~Appoints all Board Committee chairs.~~ Ensures that Board Committees are focused on pursuing the strategic needs of the association.
 - e. Works in partnership with the GM to make sure that Board resolutions, directives and policies are carried out and support the organization's mission.
 - f. Ensuring that there is a quarterly performance review of the GM and an annual Effectiveness Assessment of the Board.
 - g. Helps guide and mediate Board actions with respect to organizational priorities and governance concerns.
 - h. Acts as an ambassador of the association and advocates for its mission to internal and external stakeholders.
 - i. Oversees the recruitment, evaluation, and discipline of the GM.
 - j. Ensures the Board Vice Chair is apprised of Board activities and prepared to fulfill the roles and responsibilities of the Chair in the case of her or his inability or absence.
 - k. Acts as liaison with GM on behalf of the Board to ensure majority wishes are understood and executed.
 - l. Acts as official spokesperson for the Board on governance matters.
1. **Vice Chair.** The Vice Chair shall be selected from among the members of the Board of Directors and is expected to provide leadership to the association's Board of Directors. The Vice Chair shall also perform such other duties as the Chair or Board of Directors

may assign to him or her from time to time. Specific responsibilities include, but are not limited to:

- a. Fulfill the roles and responsibilities of the Chair in the case of her or his inability or absence.
 - b. Fulfill the roles and responsibilities of the Secretary in the case of her or his inability or absence.
2. **Secretary.** The Secretary may be a member of the Board, provided, however, that such member of the Board may not be salaried. In the event someone other than a member of the Board is appointed to serve as Secretary, then such person may be salaried and need not be a member of the Association. The Board Secretary is expected to establish and oversee sound practices for documentation and effective procedures for Board communication. Specific responsibilities include, but are not limited to:
- a. Overseeing the recording and timely distribution of Board and Executive Session meeting minutes.
 - b. Keeping records of all official and/or legal organizational documents, such as articles of incorporation, Declaration, Protective Covenants, bylaws, policies, legal advice, and other key documents, ensuring that all board resolutions are duly integrated in the appropriate governing document.
 - c. Ensuring notices are duly given in accordance with the provisions of the association's bylaws or as required by law.
 - d. Recording all votes.
 - e. Signing organizational documents as needed.
3. **Treasurer.** Corporate/~~Board~~ Treasurer. The Treasurer shall be elected by the members of the Board of Directors. If the Treasurer is not a Director, as a Corporate Officer, he/she is an Ex-officio/non-voting Board member with all the duties, responsibilities, and commitments of a Director/Board Member. The Treasurer is the Officer entrusted with, and the Custodian of the funds of the Association.

Performs all of the duties related to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the chair or by the Board of Directors.

Approved: 03-21-18, 05-20-20, 06-17-20, 10-21-20