

Windmill Harbour Association

General Charter for all Committees

I. Purpose: The purpose of each Committee established by the Windmill Harbour Association is to provide assistance to the Board of Directors in meeting its responsibilities and broaden the Association's input on decisions as a whole. Each committee's membership shall serve as a training ground for future leaders.

II. Organization:

Type: Each committee will remain in force until such time the Board of Directors votes, by majority vote, to abolish such Committee.

Number of Members: The Committee shall be comprised of no more than five (5) members, including the Liaison and the Chairperson. Sub committees can be established with additional members selected by the Chairperson, as approved by the President.

Board Liaison: One member of the Board of Directors shall be appointed by the Board President, subject to the Board's approval, on an annual basis, to serve as a liaison to the Committee. The Liaison may be removed at any time for any reason by the Board of Directors. The Liaison shall provide information and updates concerning the Committee to the Board of Directors at its monthly meetings.

Chairperson: The Board President shall appoint a Chairperson annually, subject to the approval of the Board of Directors. On certain committees, the Liaison may also serve as the Chairperson. The Chairperson may be removed at any time for any reason by the Board of Directors.

Membership: Committee members must be members of the Association in good standing and shall be appointed to the Committee by the Chairperson. Each member shall serve for one year subject to renewal by mutual agreement of the member and chairperson. A member may be removed from the Committee by the Chairperson, as approved by the President.

III. Operations:

Meetings: Each Committee shall meet as often as needed at the call of the Chairperson.

Reports: The Chairperson, or a Committee Member designated by the Chairperson, shall prepare written reports for submission to the Board of Directors via the Board Liaison to keep them abreast of changes, developments, and the Committee activities.

Authority: Each Committee exists at the pleasure of the Board of Directors and functions solely in an advisory capacity for the benefit of the Board.

Spending Authority: The Committee shall detail anticipated budget needs for the coming year no later than September 1 of the previous year. Budget amounts and expenditures are subject to Board approval before incorporation into the Annual Budget presented to POA members in October. The Annual Budget also is subject to approval by POA membership at the Association's November Annual Meeting.

Expenditures of up to \$4500 previously anticipated and included in the Board- and Member-ratified Annual Budget may be incurred and paid without additional Board approval. Expenditures for goods should be submitted to the Property Manager via the Expense Reimbursement Form with receipts attached. Expenditures for services should be billed directly to the Association, and invoices submitted to the Property Manager along with a) a complete Vendor Application Form; b) an IRS W9 Form; and c) Proof of Current enforce insurance.

Note that the Property Manager's authority for non-budgeted expenses is limited to \$2500 without Board approval.

Restrictions and Exceptions: The Committee does not have the authority to obligate or commit, nor enter into any contractual relationship for goods or services without the approval of the Association's Board or Property Manager. This limitation includes obligations for goods or services that have been approved Annual Budget, and extends to obligations that the Association may have approved or entered into previously.

The Committee does not have the authority to give direction or instruction to contractors or service providers without the involvement and approval of the Association's Property Manager. Nor does the Committee have authority to give direction or instruction to the Association's Property Manager without the involvement and approval of the Board President.

The Property Manager may exceed its aforementioned \$2500 limit for non-budgeted expenses in the event emergency repairs or services are required to avert danger to life or property, or to avoid the suspension of a necessary service to the common elements of the Association.

The Property Manager is precluded from processing payment to a service provider that does not have enforce General Liability and Workers' Compensation. If the Committee recommends the Association engage a service provider without current insurance, a written request for exception must be submitted to the Board for approval before the goods or services are provided. This request must specify the situs and precise nature of the work to be done, so that the Board may determine whether the Association can appropriately assume the resulting liability.

Purchases for goods or services in any amount, whether budgeted or non-budgeted, that may result in additional liability for the Association must approved by the Board in advance (i.e., hosting a POA event in a private residence, or serving alcohol at a POA event).

Changes to the appearance of any common elements or property also are subject to review and approval by the ARB.

- IV. Confidentiality:** Each Committee Member shall keep and maintain the confidentiality of such information acquired in connection with serving on the Committee until such time as the Board of Directors, in its sole discretion, determines that the dissemination of such information is appropriate. At the discretion of the Chairperson and President, any breach of confidentiality by a committee member shall constitute grounds for dismissal from the Committee.
- V. Responsibilities and Duties:** Each committee Chairperson shall prepare a list of responsibilities and duties for his/her designated committee as approved by the Liaison. The Chairperson shall review and distribute by email this General Charter and the associated Responsibilities and Duties to each committee member.

This Committee Charter was adopted and approved by the Board of Directors of Windmill Harbour Association on the 25th day of March 2019.