

# Hilton Head Plantation Property Owners Association, INC.

## GENERAL GUIDELINES FOR ALL COMMITTEES

**WHEREAS** Article X, section 1. Of the Hilton Head Plantation Property Owners' Association By-Laws grants the Board of Directors the powers and duties necessary for the administration of the affairs of the Association;

**WHEREAS** Article XII, of those By-Laws grants the Board of Directors the authority to "...appoint committees as deemed appropriate in carrying out its purpose."

**NOW THEREFORE, BE IT RESOLVED THAT** the following General Committee Guidelines and procedures for COMMITTEES be adopted:

PURPOSE: Hilton Head Plantation Property Owners Association, Inc. ("HHPPOA") is a South Carolina, non-stock corporation. The HHPPOA committees ("Committees") provide assistance, recommendations, and information to the Board of Directors ("Board") of the HHPPOA. Committees shall act in an advisory capacity to the Board of Directors only, unless otherwise provided or at the specific direction of the Board.

AUTHORITY:

The specific duties of the HHPPOA committees, their appointment, structure and vested authority are derived from the By-Laws of the HHPPOA. Any conflict between these General Guidelines For All Committees and the corporate documents shall be resolved in favor of the Declaration of Covenants, By-Laws, and General Guidelines in that order. Committees are not empowered to financially obligate the Corporation or spend funds with out the expressed prior approval or the Board of Directors.

MEMBERSHIP: The members of each committee shall be members of the HHPPOA in "good standing" through out their term of office. The President or Committee Chair will present at the April board meeting those members recommended for confirmation by the Board.

Persons interested in serving the community through appointment to a Committee should submit an application form outlining their interest and qualifications (including relevant education, personal, and professional experience) to the Board by April 1, of each year unless otherwise extended by the board president. The Board may also consider the geographic composition of a Committee in its appointments in trying to foster a balanced community representation.

All committee members are appointed for one (1) year or less subject to confirmation by the board for any number of consecutive terms as determined by the board. All committee members shall be confirmed by the board at the April meeting each year. Terms end at the Annual Meeting each year.

A Committee member who is absent from three (3) of the regularly scheduled Committee meetings, consecutively, in a 12 month period, beginning April 1 of each year, 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.

EX-OFFICIO MEMBERS: The President of the Board and the General Manager shall be non-voting ex-officio members of all committees.

COMPENSATION: Committee members serve without compensation, unless otherwise

approved by the Board of Directors.

MEETINGS: Meetings of all HHPPOA Committees with the exception of the Executive and Nominating Committees are open to attendance by any member of the HHPOA in “good standing”. The dates of regularly scheduled committee meetings shall be announced in advance. (Due to the sensitive nature of many of the topics discussed, the Executive and Nominating Committees are not open to attendance by members. However, members in “good standing” may address the Nominating and Executive Committees by sending a written request to the General Manager or the Committee Chair stating the reason(s) for the request.) Except for the Nominating, Strategic Planning and Election committees meetings all standing committees shall be held at least once each quarter, more often as necessary to carry out their assignments and responsibilities. In general, informal compliance with the parliamentary procedures of Robert's Rules of Order is encouraged unless a more rigorous application is necessary to complete the business of the Committee. 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 committee shall submit written minutes to the General Manager at least seven (7) days prior to the next regularly scheduled meeting of the BOARD. Minutes of the meetings should include the participants, agenda items, motions/resolutions/recommendations, and Committee votes. In the event a quorum was not present, any minutes from the committee to the BOARD should reflect the members participating in such report

EMPLOYEES OF THE HHPPOA: The chairperson of each committee shall be 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 HHPPOA.

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

ETHICS: Members of a Committee are prohibited from contracting with the HHPPOA or using their committee position for personal or financial gain. Any member of a committee to the HHPPOA who could reasonably be expected to benefit in a direct and substantial way from the possible out come 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. Discrimination based on race, creed, sex, or national origin is prohibited.

Confidentiality: Members of Committees may come in contact with confidential information such as security issues, bids, in the case of the election committee ballots/proxies and in the case of the Executive Committee personnel issues. This information is to be kept confidential unless its release is specifically authorized by the board. A breach of this duty, to maintain confidentiality, may be grounds for disciplinary action against the offending individual(s); which may include sanctions, dismissal from the committee or both.

STANDING COMMITTEES: The following standing committees shall be established:

Architectural Review	Finance
Strategic Planning	Communications
Maintenance	Covenants

Nominating  
Security

Election  
Recreation

SPECIAL COMMITTEES: The BOARD may, as required, create or dissolve other such special or Ad hoc committees to serve a specific purpose or duty deemed necessary by resolution of the BOARD.

RESPONSIBILITIES: The specific purview and responsibilities of each Committee are amplified and interpreted in their respective individual Committee Guidelines. The responsibility of the individual members is to come prepared to listen, offer suggestions, and discuss the issues and proposals in an open and professional manner. Contacting vendors or potential vendors regarding POA business is the responsibility of the POA's professional staff. The POA Board and in emergency situations the POA's Executive Committee may empower Committee and Task Force members to contact vendors directly.

- Committee Chairperson: The chairperson of each committee, except for the Election Committee, shall be a member of the POA Board and shall be appointed by the Board President annually at the March meeting of the Board. 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 Board.

If assigned, confer with the Staff Liaison to prepare the meeting agenda. Conduct the meeting to ensure that all members have the opportunity to participate and that each item of business receives appropriate consideration. (Involving concerned individuals attending the meeting is encouraged if, in the opinion of the chairperson, it is not disruptive or prevents accomplishment of the Committee's work). Review the Board goals with the Committee to identify areas where the Committee can contribute to accomplishing these goals.

- Staff Liaison: Confer with the Committee Chairperson to prepare the meeting agenda. Provide technical assistance and administrative support as appropriate.