Wendell Falls Community Association, Inc.

RESOLUTION OF THE
WENDELL FALLS COMMUNITY ASSOCIATION, INC.
BOARD OF DIRECTORS

COMPLIANCE COMMITTEE CHARTER

WHEREAS, Article III.C, Section 3.15 of the By-Laws of the Wendell Falls Community Association, Inc. ("Association") assigns the Board of Directors ("Board") of the Association all of the powers and duties necessary for the administration of the Association's affairs and for performing all responsibilities and exercising all rights of the Association as set forth in the Governing Documents, and as provided by law.

WHEREAS, Article V, Section 5.1 of the By-Laws grants the Board the authority to "appoint such other committees as it deems appropriate to perform such tasks and to serve for such periods as the Board may designate by resolution", and

NOW, THEREFORE, be it RESOLVED, that the Board of Directors approves the creation of a **Compliance Committee** through this Resolution and Charter.

PURPOSE
Committees are established by and serve at the discretion of the Board of Directors (the "Board") of Wendell Falls Community Association, Inc. (the "Association"), the purpose of which is to make recommendations to the Board on issues relating to the governing documents, design guidelines, community policies, rules and regulations. The Committee shall be made up of residents who have expressed an interest in serving the community and/or have a background appropriate to the functions of the Committee.

General Guidelines:

1. Committees operate in accordance with established Board approved processes and other community governing documents, including the Board and Committee Code of Conduct.
2. With the approval of the Board, Committees may be assigned additional areas of responsibility.
3. Collaborate and work with other approved Board committees on common projects and tasks.
4. Committee members are not to contact any third-party vendors of the Association without the knowledge and concurrence of the Board and Management.
5. Members of a Committee serve without compensation.
6. Committee shall meet **quarterly** with an agenda to identify tasks of members. Some Committees may need to meet more frequently to discuss items of responsibility.
7. All Committee communications to the Board (including minutes) shall be in writing, signed by the Committee Chair and delivered to the managing agent. All minutes of Committee meetings shall be presented at meetings of the Board and posted on the community website.
8. The Committee does not have the power or authority to make any final decisions relating to any of the projects, functions, or tasks assigned to it by the Board and does not have the power or authority to allocate or in any way commit any Association funds to any third party.

STRUCTURE

Board of Directors Liaison:

1. Each Committee shall have one (1) Board Member serving as Liaison, with no voting power.
2. Liaison communicates between the Committee and the Board, especially any issues that could result in risk or liability to the Association.
3. Will address any concerns with the Committee Chair prior to bringing those concerns to the Board for discussion and consideration.

Committee Members & Terms:

1. Interested Candidates must submit an application for appointment to the Committee by the Board.
2. Committees will have three (3) to five (5) members subject to the discretion and appointment by the Board. A committee member may be removed, with or without cause, by a majority vote of the Board of Directors.
3. Members must be Association Members in good standing as defined in the Association's Conditions, Covenants & Restrictions (CC&R's).
4. Members shall serve a two (2) year term unless otherwise approved by the Board.
5. Members may only serve on one (1) Committee simultaneously to allow for greater community involvement.
6. Members are to attend meetings and participate in Committee activities.
7. Members will review and conform to the guidelines outlined in the Committee Charter.

Committee Chair

1. Immediately reports to the Board any issues that could be potentially damaging for the Association.
2. Establishes the meeting agenda.
3. Oversees and conducts the meetings of the Committee.
4. Submits a quarterly report to the Board of the projects/activities being worked on.
5. Presents any Committee recommendations to the Board for review and consideration.

Committee Secretary

1. Records the minutes of the Committee Meetings.

Roles & Responsibilities

The powers, responsibilities and authority of the Committee shall consist of the following:

1. The Covenants Committee shall familiarize themselves and at all times be guided by the Association governing documents, design guidelines, policies, and rules and regulations,
2. The Committee may be asked to review existing policies or make recommendations to the board regarding the same.
3. The Committee will attend Executive Sessions and Board Meetings when requested by the Board.

OFFICER'S CERTIFICATION

The Board of Directors hereby certify that this resolution was properly adopted at a duly called meeting of the Board on [ENTER DATE HERE].

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Jill Kavoukian, Secretary