

BCLOA Policy/Procedure Resolution 2013 - #13 (BCLOA Policy/Procedure Resolution 2012 - #12-2 is rescinded and replaced by this Policy Resolution).

BCLOA Committees

WHEREAS the Association Bylaws are silent on the formation and governance of Committees with the exception of the Architectural Committee;

WHEREAS the Board of Directors of the Association is empowered to adopt policies and procedures for the Association; and

WHEREAS it is beneficial for the Board to establish work groups primarily staffed by volunteer members into committees to assist or advise in the course of proper management of the Association.

NOW, THEREFORE BE IT RESOLVED THAT the following policies and procedures are adopted and established regarding committees of the Board:

1. **Types.** The Board has authority to appoint three types of committees:
 - a. **Temporary Committees.** Such committees are established to serve a specific purpose or perform a special function of the Board. Such committee is disbanded and ceases to function after the Board accepts its recommendation.
 - b. **Standing Committees.** Such committees are those which are deemed necessary for the Association to provide an ongoing service to the members, adequately function as per state law or meet an ongoing need. Examples of this type of committee include the Water Committee and the Safety and Fire Protection Committee.
 - c. **Board Committees.** Such committees are populated primarily of Board members and are established to address high level issues which require community wide member participation or to address specific issues of a critical nature to the association. Examples of Board level committees would be one to address annexation or dissolution of the association. These Board level committees will be subject to open meeting rules as established by the State of Colorado for all HOA Boards.
2. **Powers.** All Committees shall serve at the will of the Board. Formation of any committee shall require the approval of the Board. The Board has the right and authority to disband and discontinue any Committee or subcommittee as well as to appoint or dismiss any committee chairpersons, member or subcommittee member with cause.
3. **Charters.** Upon its establishment, each Committee shall develop their own charter which will be provided to the Board with committee responsibilities, guidelines and authority. Such charter shall be approved by a majority vote of Board members.
4. **Chairpersons.** All chairpersons shall be appointed by the Board and shall have the authority and responsibility to conduct and control the action of his or her committee in accordance with this policy/procedure resolution and with the committee's specific charter. Committee Chairpersons shall also have the responsibility to request changes to the committee's charter from the Board to allow the committee to fulfill its duties or to operate more effectively.

5. Board Contact. Each committee will have a contact Board member who will facilitate the committee's work and who will present the committee status and the committee chair's report and recommendations at each Board meeting. The Board Contact will be nominated by the Committee and agreed by the Board. The Chairperson can be the Board Contact if they are a duly elected Board Member.

6. Appointment of Board Committee Members and Chairpersons. The Board shall appoint all Board Committee Members and Chairpersons who shall then inform the Board of the Chairperson's selection of a Vice-Chairperson to act in the Chairperson's absence. The Chairperson, or in his or her absence, the Vice-Chairperson shall be responsible for performing the administration of the tasks assigned to the committee and for reporting to the Board.

7. Appointment of Standing and Temporary Committee Members. A candidate for any Standing or Temporary committee shall submit his or her name to the Committee chair or to the Board. Committee members may be selected by the Board or the Committee Chairperson

8. Composition. Committees shall consist of a minimum of two members up to as many members as the Chairperson accepts.

9. Voting. All Committee members, including the Chairperson, shall have one vote on all committee issues. The Chairperson's report to the Board on committee recommendations shall include comments from the minority position on committee issues at the request of any committee member voting in opposition to the issue for the Board's consideration.

10. Terms. Terms for Standing committee members shall be for at least one year and shall begin when appointed. Terms of any member may then be renewed with the Chairperson's or Board approval. Terms for Temporary committee members shall expire when the designated task is completed. Terms for Board Committees shall expire when the task is completed or when a Board member's term expires.

11. Authority. No committee or subcommittee member has any authority to bind the Association to any contractual or other liabilities, nor has any decision-making authority, which is binding upon the Association, unless such delegated authority is documented in the Committee charter and approved in advance by the Board.

12. Board Participation in Committees. Any Board member may also be a member, Chairperson or Vice-Chairperson of any committee authorized by the Board. Any Board member who is not a committee member may attend the meetings of any committee as an observer. The Board shall perform the functions of any committee charter until the time it formally authorizes the formation of a committee to act on behalf of the Board as directed by the committee's specific charter. The Board has the right and authority to take action and or make decisions with or without involving any committee and to take action and or make decisions, which are consistent with, or contrary to, in whole or in part, any committee or subcommittee recommendations or decisions.

13. **Open Meetings.** Meetings are open to attendance by all association members

14. **Code of Conduct.** All committee chairpersons shall receive, agree with and sign an acceptance of the Association's Code of Conduct, Conflict of Interest Policy and Confidentiality Policy, as restated and amended on March 16, 2008.

SECRETARY'S CERTIFICATION: The undersigned, Secretary of Bear Creek Land Owners Association, a Colorado non-profit organization, certifies that the foregoing Policy Resolution was adopted by the Board of Directors of the Association, at a duly called and held meeting of the Board on February 10, 2013. In witness thereof, the undersigned has subscribed his/her name.

Bear Creek Land Owners Association
Original Signed

Karen Peterson, Secretary