

## **DCCOA BOARD AND COMMITTEE POLICIES AND PROCEDURES**

### **BOARD MEETINGS**

Board meetings generally will be at 6:00 pm on the fourth Thursday of each month at Deercreek Country Club. However, the Board may need to adjust meeting dates to better accommodate Deercreek priorities. All Board meetings dates are published on the Calendar located on the Deercreek Country Club Owners Association website.

The Order of Business for Board meetings will be as follows:

Establish Quorum  
Comments by Deercreek Members (three minutes each)  
Call to Order  
Approval of Agenda  
Approval of Minutes  
Committee Reports  
Management Company Report  
Old Business  
New Business  
Adjournment

Robert's Rules of Order will be observed in order to conduct business in an efficient manner. All speakers, including Board Members, must be recognized by the Chair before presenting their statements. Resident Members of Deercreek Country Club Owners Association are welcome to attend all Board meetings. Each Member must sign in prior to the meeting and has the opportunity to speak for up to three (3) minutes before the meeting begins.

Resident Members should not participate in any way during the official Board meeting unless called on by the President to do so.

### **BOARD ELECTIONS**

The Nominating Committee will be appointed in August of each year.

By September 15th, the Nominating Committee shall send out letters or electronic mail notifying candidates to submit requests to be placed on the ballot for the January election at the Annual Meeting.

The Management Company shall mail Ballots and Proxies by December 1<sup>st</sup>. Properly completed Proxies may be sent by electronic mail to the Management Company.

## **FINANCIAL MATTERS**

Board Members and Committee Members shall not directly or indirectly, through business associates or family members, enter into contracts with DCCOA or its Committees. Service in DCCOA is voluntary and those holding elected or appointed positions shall not be paid with Association funds for their time or service to the Association. Directors and Committee Members must avoid any conflict or potential conflict of interest between themselves and the purposes of the Association. Any situations that involve, or may be reasonably inferred to involve conflict between the Board of Director's or Committee Member's personal interest and the interest of the Association must be avoided. It shall be the policy of DCCOA NOT to enter into a contract or other remunerated business dealings with Board Members or Members of Committees and their family members. No Board Member or Committee member shall be allowed to receive payment from or work for any vendor or services company under contract with DCCOA.

All DCCOA checks must be signed by the Controller or the President of the Property Management Company ("Management Company") that has been engaged by DCCOA to oversee the operations of the Deercreek community.

- ✓ Invoices shall be reviewed by the Management Company manager before being submitted for payment. Review shall include looking at all contractual arrangements. Any invoice payment request in excess of \$1,000 from a vendor or service provider, not presently under contract with DCCOA, shall be reviewed and approved by the President of the Management Company prior to payment.

The Management Company shall provide DCCOA President, Vice President, and Treasurer a Weekly Aged Payables report providing a complete schedule of the payments that have remitted to vendors and service providers during the reporting period.

## **BIDDING**

Bidding for DCCOA contracts shall be managed in accordance with the following policy:

Except as otherwise approved by the Board, all single item purchase events representing a cost in excess of \$3,000, and all third-party service provider Contracts that exceed 10% of the Budget, shall be competitively bid. (Florida Statutes 720.3055 (2)(a)(1).

At the direction of the Board, bids shall be:

- ✓ Initiated by a designated Committee
- ✓ Processed by the Community Association Manager, or
- ✓ Managed directly by the Board, which may include the creation of an Ad Hoc Committee by the Board for the specific review and processing of a bid program

It shall not be a requirement for the lowest bid proposal to be accepted. Such tangible factors as contractor qualifications, experience, past performance and history with DCCOA, or other criteria may be taken into consideration within the bid process.

The Board shall solely approve all Contract bid purchases and third-party service provider Contracts. Contract bid purchases and service provider Contracts that are initiated through Committee, or the Management Company, shall be forwarded to the Finance Committee for review and then forwarded to the Board with a Finance Committee recommendation for either approval or disapproval of the bid and the reasoning in support of the recommendation. Each Board Member shall review recommended contracts and approval requires a majority vote by the Board.

Budget-approved monthly purchases of goods and services shall not require undertaking a Contract bid process. However, the Board may periodically direct the Finance Committee to complete and submit a market cost analysis of specific monthly products and services being provided to DCCOA for Board review and possible adjustment to purchasing procedures.

It shall be the primary responsibility of the Management Company to coordinate and manage the performance of the applicable service provider to assure DCCOA is being provided the materials and services outlined in the Contract.

In order to facilitate the fiscal planning for DCCOA, the service provider Contract for security, common property landscaping, lake maintenance, fountain maintenance, Internet and communication services, and Management Company shall:

- ✓ Be for three (3) year periods with Contract terms and conditions acceptable to the Board, and reflecting a Contract expiration date of December 31st.
- ✓ Include a thirty (30) day Contract cancellation provision without penalty to DCCOA;
- ✓ Require the Contract service provider to be properly licensed, provide proper evidence of applicable Workmen's Compensation coverage, carry single-limit liability insurance coverage of not less than \$1,000,000 with an insurance company acceptable to the Board and licensed to do business in Florida, and provide an insurance certificate naming DCCOA as an additional insured entity under the Contract.
- ✓ The bidding and award process for renewal of service provider Contracts is to be completed and approved by the Board by the 3rd Thursday in November in the year in which the subject Contract agreement is scheduled to expire.

The Management Company shall be responsible for assuring compliance with the Contract service provider Workmen's Compensation and liability insurance coverage requirements, and shall provide the Board with an annual Contractor Insurance Compliance Report by January 31<sup>st</sup>. Any revision to a Contract must be approved by the Board.

#### **OFF CYCLE EXPENDITURES**

In the event of an emergency (defined as a serious, unexpected, and dangerous situation to property or people requiring immediate action) and a Special Meeting of the Board to address the emergency is not readily able to be convened, the President and Treasurer (or in the event

one or both is unavailable, then Vice- President, then Secretary, then remaining Board Members) may collectively, in the absence of a Special or Regular Board Meeting, have discretionary spending authority for the payment of a DCCOA expense to resolve and correct the emergency condition.

The President, or in reasonable absence thereof, the Treasurer or Vice-President, may, at its discretion, individually provide the Finance, Common Property and Access Control Committee Chairs authority to approve expenditures without having to obtain formal Board approval for the expense in advance, subject to the following conditions:

- ✓ The pre-approved purchased item or service is a current approved Budget forecast expenditure
- ✓ The maximum approved single purchase expenditure authority shall not exceed \$500.00. The maximum annual purchase expenditure authority shall not exceed 3,000.00.
- ✓ The Committee Chair shall submit a detailed expense report cataloging all Association expenditures incurred and attach appropriate receipts in support of these charges prior to re-imburement of payments

#### **GUIDELINES FOR USE OF INDEPENDENT PROFESSIONALS OR CONSULTANTS**

The use of third party expertise to assist the Board of Directors of DCCOA in decision making will be necessary from time to time. Since this expertise may entail significant cost, the following guidelines below are adopted. The use of a third-party consultant does not relieve the Board of its obligation to review competitive contractor bids and to make the final commitment decision.

Third party expertise is suggested when any of the following conditions exist:

- ✓ There is a lack of expertise in an important aspect of the matter being considered
- ✓ The nature of the work being considered is of sufficient complexity or requires more hands-on time than can be devoted by the Board or the Management Company
- ✓ The envisioned Association cost for the improvement to be constructed that is the subject of the engagement service will exceed \$3,000

Professionals and third-party contractors shall be engaged and paid on a project-by-project basis. In addition, whenever possible, payment shall be conditioned upon the third-party consultant or professional completing specified performance objectives or job specific benchmarks. The Board will not approve payment of parties in violation of these guidelines. The Management Company and/or Committee Chairs shall ensure that any professional or third-party consultant is advised of these requirements.

No Board member has the authority to enter into a financial commitment for DCCOA without the approval of a majority of the Board of Directors.

## **DCCOA COMMITTEES**

### **COMMITTEE MEMBERS**

Committee members of each committee or subcommittee/ad hoc committee shall be members in good standing according to DCCOA Bylaws, Covenants, Florida Statute, and all other governing DCCOA documents. All Committee members must be approved by the Board and serve at the pleasure of the Board. The Board may remove a member from a committee with or without cause.

The Board Liaison, and/or the Chairperson of each committee shall recommend to the Board those individuals to be considered for membership. The Board shall consider those individuals plus any others it deems appropriate for appointment to the committees.

Committee members are expected to understand and follow the strategic direction set forth by the Board of Directors, perform tasks and duties in a timely manner as requested by the Board, work closely with all other committees, as necessary, to accomplish day to day requirements and proactively assist the Board with any out of the ordinary issues that may arise.

Committees are to supply the Board Secretary, Management Company, and Communications Chair with a written copy of the detailed Minutes from the most recent Committee meeting within five (5) business days after the meeting. Resident specific information will not be posted on the website.

Committees should examine their charters on an annual basis and submit any recommended charter updates or revisions to Committee policies or procedures to the Board for approval.

Committees will observe the bidding policy adopted by the DCCOA Board, as amended.

Committee members are expected to attend every meeting when possible and advise in advance if unable to attend a regularly schedule Committee meeting. If a Committee member misses three (3) consecutive meetings without a valid excuse, the post can be considered vacant and the member removed from the committee.

Committees are encouraged to rotate Chair appointments every three (3) years.

### **CHAIRPERSON**

The Chairperson of all committees shall be in good standing according to DCCOA Bylaws, Covenants, Florida Statute and all other governing DCCOA documents. All Chairpersons must be approved by the Board and serve at the pleasure of the Board. The Board may remove a Chairperson from a committee with or without cause.

The Chairperson of each committee shall supervise the activity of the committee, giving assistance and insuring that the activities of the committee are in line with the Board's goals and direction. Neither a sitting Board member nor a spouse of a sitting Board Member can serve as Chairperson of a committee with the exception of the Communications Committee.

The Communications committee is an extension of the Board and serves to communicate Board related information and activities.

The Chairperson of each committee shall appoint a secretary to keep detailed written minutes at every meeting, noting all discussions, motions and specific voting actions. Said written minutes shall be approved by voting members and distributed to the Board Secretary, Management Company and Communications Chairperson at the next monthly meeting. The Management Company and/or Board Secretary is responsible for providing the Minutes of Committee meetings to the Board. The secretary shall also maintain such records as may be necessary for the committee. Such records, written or electronic, remain the property of DCCOA and shall be surrendered to ensure continuity of information.

### **BOARD LIAISON**

All committees shall have a member of the Board assigned as a Liaison between the Board and committee. The Board member will be assigned a Liaison position by the President and shall serve as the primary communication link. Liaisons are expected to attend every committee meeting and report to the Board.

The Liaison should ensure its committee is aware of all Board approved mandates and projects that fall under the responsibility of its committee. The Chairperson should work with the committee to meet deadlines, assist with roadblocks, communicate with other committees as necessary and ensure all communications with residents and the Board is being met in an open and transparent manner.

All Liaisons shall be a voting member of the committee except the Liaison to the Covenant Enforcement Committee shall not be a voting member per *Florida Statute 720*.

### **MINUTES TO BOARD AND COMMITTEE MEETINGS**

#### **BOARD**

Board meeting Highlights will be:

- Emailed to residents

- Posted on the DCCOA Website under News and Updates

- Included the monthly Deercreek Living Newsletter

Approved Board minutes, excluding any resident sensitive information, will be posted on the Website under the Board of Director tab. All approved minutes will be archived for historical purposes.

#### **COMMITTEE**

Unapproved committee minutes will be posted on the DCCOA Website under the News and Update. Email notification about the posting shall be sent. No resident specific information shall be posted on the website.

Approved committee minutes will be posted on the DCCOA Website under each committee tab. No resident specific information shall be posted on the website. All approved committee meeting minutes will be archived for historical purposes on the DCCOA Website. Email notification about the posting shall be sent.

### **RESPONSIBILITY**

The responsibility of all committees shall be outlined by the Bylaws, the specific committee charter and/or resolution of the Board creating that committee and within this document. Unless provided otherwise in legal documents, all committees are under the direct control of the Board, having only such authority as is specifically defined and as may be delegated to them by the Board.

Committees shall not have the right to obligate DCCOA in any way, create policy or set fees as these are the responsibility of the Board.

The Board cannot delegate its responsibility or the decision making required to carry out its responsibility. All committees operate in an advisory capacity. Committees may make recommendations but must understand that in fulfilling its fiduciary responsibilities, the Board is not bound to accept or agree with any such recommendation.

Any recommendation made by a Committee to the Board must be in writing and must include the rationale for why the recommendation is being made.

No Board, Committee member, Board Liaison or Committee Chair shall be permitted to consume alcohol or be under the influence of alcohol during any Board, Committee, or Town Hall meeting.

### **RESIDENT ISSUES**

When possible, complaints, suggestions, issues, concerns DCCOA Members should be presented to the appropriate Committee member or Committee Chairperson for recommendations or actions before contacting the Board. If necessary, when submitting such complaints, suggestions, issues, or concerns to the Board, the most appropriate Committee Board Liaison should be notified.

### **GOALS AND OBJECTIVES**

In cooperation with the Board, all committees shall review and establish specific goals and objectives each year which shall be consistent with the goals and objectives established by the Board and which are consistent with the specified purposes and duties of the committee.

### **DOCUMENT REVISIONS**

**All revisions to this document shall be Board Approved and all versions of this document will be posted in a timely manner and prior versions archived on the DCCOA Website for historical purposes.**