

HADLEY FARMS COMMUNITY ASSOCIATION, INC. ARCHITECTURAL CONTROL COMMITTEE CHARTER

WHEREAS, Article IV, (a) of the Articles of Incorporation grants the Board of Directors and authorizes the Board of Directors to exercise all of the powers and privileges and to perform all of the duties and obligations as set forth in that certain Declaration of Covenants, Conditions and Restrictions; AND

WHEREAS, Article IX of the Bylaws grants the Board of Directors the power to appoint an Architectural Control Committee; AND

WHEREAS, Article V of the Declaration of Covenants, Conditions and Restrictions provide the guidelines for which the Architectural Control Committee must review architectural changes requests; AND

WHEREAS, to better carry out such purposes, the Board deems it necessary to establish a Committee to ensure compliance with the Governing Documents and to foster harmony within the Community.

NOW, THEREFORE, BE IT RESOLVED THAT: the following terms of reference are adopted for the Architectural Control Committee:

PURPOSE:

- A. The primary responsibility of the Architectural Control Committee (ACC or referred to herein as the "Committee") is to ensure homeowner compliance with the Hadley Farms Handbook and Rules and Enforcement Policy and to foster harmony within the Community through the approval of exterior modifications to living units.
- B. The Committee is to approve exterior modifications to living units based on enhancing the overall aesthetics of the Community only. The committee will ensure that improvements are located so as to avoid impairing view from or other negative impacts on other living units. The committee is not responsible for ensuring structural integrity, soundness or compliance with building codes or any other governmental approvals or requirements.
- C. The Committee is responsible for providing the Managing Agent a list of violations for the purpose of notifying owners of violations in need of correction. The Committee shall conduct a community inspection each Spring and Fall and forward the list to the Managing Agent.
- D. The Committee is responsible for providing the Board of Directors with recommendations and opinions regarding proposed changes to the Hadley Farms Handbook and Rules and Enforcement Policy no less than biennially.

ORGANIZATION:

- A. Membership:
 - 1) Members of the ACC must be a Hadley Farms Community Association, Inc., homeowner, in good standing, and appointed by the Board of Directors. Homeowners serving on the current Board of Directors are not permitted to serve on the board and on the committee simultaneously.
 - 2) Only one member per home may serve as a voting member within the same committee. Additional homeowner(s) from the same home may serve as non-voting volunteer(s).
 - 3) The ACC shall be comprised of at least three (3) homeowners. Total ACC membership shall not exceed seven (7) members without approval of the Board of Directors.
 - 4) All members of the Committee are selected by the Committee and approved by the Board of Directors.
 - 5) Upon expiration of the term, committee members must reapply, be selected by the Committee, and approved by the Board of Directors to serve additional terms.
 - 6) If fewer than three (3) homeowners are willing to serve on the Committee, the Board will perform all functions and duties of the Committee as time may permit.
- B. ACC Positions:
 - 1) The ACC Chairperson shall be a homeowner selected by the Committee and approved by the Board.

- 2) Additional Committee Members shall be homeowner(s) selected by the Committee and approved by the Board.
- C. Functions of the ACC Positions:
- 1) Functions of the Chairperson include:
 - i. Be a voting member of the Committee.
 - ii. Provide oral reports and updates at the regular and annual Board of Directors meetings.
 - iii. Coordinate ACC meetings and ensure that the appropriate notification is provided to the Community in accordance with the Hadley Farms Community Association governing documents.
 - iv. Coordinate and supervise the ACC activities and meetings to assure that ACC responsibilities are met.
 - v. Encourage and support participation by all Committee members, and ensure that such persons are kept advised of Committee activities.
 - vi. Familiarize the Committee with its terms of reference and attend Board meetings in an advisory capacity concerning Committee-proposed motions.
 - 2) Functions of the Committee Members include:
 - i. Be a voting member of the Committee.
 - ii. Reviewing agenda and information prior to the meeting.
 - iii. Attending the meetings regularly and actively participating.
 - iv. Participating in the tasks set forth by the Board of Directors.
- D. Terms:
- 1) The ACC Chairperson and Committee Members shall each serve a term of one (1) year.
 - 2) At the expiration of the term, the ACC Chairperson and Committee Members must re-apply, be selected by the Committee, and be approved by the Board of Directors.

COMMITTEE MEMBER CODE OF ETHICS AND CONDUCT:

- A. Committee Members shall always:
- 1) Act in the best interest of the Committee and Hadley Farms Community Association, Inc., as a whole at all times regardless of personal interests.
 - 2) Use sound judgment to make the best possible business decisions for the Committee, taking into consideration all available information, circumstances, and resources.
 - 3) Act within the boundaries of their authority as defined by the ACC Charter as well as the Board.
 - 4) Perform their duties without bias for or against any individual or group of owners or non-owner residents.
 - 5) Disclose personal or professional relationships with any company or individual who has or is seeking to have a business relationship with the Association.
 - 6) Conduct open, fair and well-publicized meetings in a professional and respectful manner.
 - 7) Always speak with one voice, supporting all duly-adopted Board decisions even if the Committee and/or Committee Member was in the minority regarding actions that may not have obtained unanimous consent.
- B. Committee Members shall not:
- 1) Reveal confidential information provided by contractors or share information with those bidding for association contracts unless specifically authorize by the Board.
 - 2) Accept gifts of any kind, directly or indirectly, from homeowners, residents, contractors, or suppliers.
 - 3) Make unauthorized promises to a contractor or bidder.
 - 4) Advocate or support any action or activity that violates a law or regulatory requirement.
 - 5) Use their positions or Committee Member authority for personal gain or to seek advantage over another owner or non-owner resident.
 - 6) Expend Association funds without the authorization of the Board of Directors and/or utilize Association funds for their own personal use or benefit.
 - 7) Misrepresent known facts in any issue involving Association business.

- 8) Divulge personal information about any Association owner, resident or employee that was obtained from the Board or in performance of Committee Member duties.
- 9) Make personal attacks on members of the Board, Committee, staff, contractors, homeowners or residents.
- 10) Harass, threaten or attempt through any means to control or instill fear in any homeowner, resident, members of the Board, Committees, contractor, or employee.

REMOVAL OF MEMBERS:

- A. A member of the Committee will be deemed to be automatically removed from the Committee if, at any time, the Member's assessments remain unpaid for a period exceeding thirty (30) days.
- B. A member of the Committee will be deemed to be automatically removed from the Committee for failure to attend three (3) consecutive Committee meetings or failure to attend four (4) Committee meetings, including any special purpose meetings, during any twelve (12) month period.
- C. A member of the Committee may be removed from the Committee at any time at the sole discretion of a majority vote of the Board of Directors.
- D. A member of the Committee or Chairperson may be removed for violating the Code of Conduct and Ethics as provided in the ACC Charter.
- E. All ACC Members shall serve at the discretion of the Board of Directors. The membership of the Committee may vote to recommend to the Board the removal of any ACC Member with or without cause.
- F. The Chairperson shall serve at the discretion of the Board of Directors. The membership of the ACC may vote to recommend to the Board the removal of the Chairperson with or without cause.

VACANCIES:

- A. Should a vacancy be created due to the removal, death or by resignation, the remaining ACC members may submit to the Board of Directors a list of recommendation(s) for Board appointment to fill the vacant position until the expiration of the remaining term. Upon the expiration of the remaining term fulfilled, the appointed Committee Member must re-apply for the ACC and be appointed by the Board of Directors to fulfill another term.
- B. Vacancies created by removal, death, or by resignation of the Chairperson, shall be filled by an acting Chairperson selected by the Committee membership until the Board makes an appointment.

MEETINGS:

- A. The Committee shall meet as many times as necessary to monitor, develop and/or modify plans affecting the Community.
- B. All meetings of the Committee shall be open to attendance by members of the Association; non-Committee members may participate in accordance with law at the discretion of the Chairperson, but may not vote.
- C. The Committee is responsible for advising the Board of Directors and Managing Agent of the date, place, and time of each meeting at least fifteen (15) days in advance of each meeting.
- D. Quorum: A majority of the appointed members must be present at a Committee meeting for a quorum to be reached and business to be conducted.
- E. Voting: The affirmative vote of a majority of the voting members present at a meeting where a quorum is achieved is required to make any decision pursuant to the authority contained in this resolution.

REPORTING:

- A. The Chairperson of the Committee shall be available to attend meetings of the Board of Directors and present a report of the Committee's activities.
- B. The Chairperson may, if otherwise unavailable, appoint another member of the Committee to attend the Board meeting to present such report.

EXPENDITURES:

- A. Committee Members and the Chairperson shall not authorize the expenditure of any Association funds without the approval of the Board of Directors.
- B. All expenditures must follow approved budgetary processes.
- C. The Committee must seek approval from the Board of Directors for deviations from approved budgeted items of any amount.
- D. The Chairperson and Committee Members may not enter into contractual or service commitments on behalf of the Hadley Farms Community Association, Inc.
- E. Any Committee Members meeting with contractors must include the Managing Agent for the Hadley Farms Community Association, Inc.

THIS RESOLUTION WAS ADOPTED ON June 24, 2014, by the Hadley Farms Board of Directors. Mr. Bill Jameson motioned to adopt the charter; Mr. Jeff Wesley seconded the motion. The motion passed unanimously.