

**HADLEY FARMS COMMUNITY ASSOCIATION, INC.
SOCIAL COMMITTEE CHARTER**

WHEREAS, Article IV, (a) of the Articles of Incorporation grants the Board of Directors 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 BY-LAWS for the Association provides that the Association may appoint Committees as deemed appropriate in carrying out its purposes, AND

WHEREAS, to better carry out such purposes, the Board deems it necessary to establish a Social Committee to advise and assist the Board with respect to planning and implementation of social / recreational activities designed for member participation.

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

PURPOSE:

The Committee is to develop strategic plans outlining various social / recreational/fundraising/charitable activities designed for participation by all Association members; schedule and budget accordingly, assist in creating a sense of community, present their recommendation(s) to the Board for appropriation of funds and function approval, and oversee/manage the activities.

ORGANIZATION:

A. Membership:

- 1) Members of the Social Committee 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 a committee simultaneously.
- 2) Only one member per home may serve as a voting member within the same committee. Additional homeowner(s) from the same unit may serve as non-voting volunteer(s). The Board of Directors is looking for a diverse representative sample of the community.
- 3) The Board of Directors will endeavor to appoint a Social Committee comprised of an odd number of Social Committee members. The Social Committee shall be comprised of at least three (3) homeowners, one of which is a homeowner member of the Hadley Farms Swim Team of the Association. Total Social Committee membership shall not exceed seven (7) members without approval of the Board of Directors.
- 4) All members of the Committee are appointed by, and will serve at the pleasure of the Board of Directors.
- 5) Upon expiration of the term, committee members must reapply and be appointed by the board 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.
- 7) A member of the Board of Directors shall be appointed as a liaison to the Committee in order to assist the Committee and to provide updates of the Committee activities, if necessary, beyond the Committee's monthly report.

B. Social Committee Positions:

- 1) The Social Committee 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 Social Committee Positions:

- 1) Functions of the Board Liaison include:
 - The Board liaison should actively reach out to help the committee to be productive, keeping in mind that the liaison serves as a facilitator and is not intended to be a part of the committee or to participate in the committee's work.

- Monitor the committee's adherence to its charter and provide guidance as needed. Obtain from the committee chair a list of proposed activities contemplated for the coming year and clarify the role of the Board Liaison.
- Join the committee's listserv (the liaison only fulfills a communications role).
- Advise and assist committee members who need to communicate with the Board of Directors.
- Advise committee about when it is appropriate to present an agenda item, usually interim and final reports or specific recommendations, for Board consideration.
- Report back to the committee promptly, generally within one week, via telephone or email regarding the discussion and any action taken by the Board. The Managing Agent sends a follow-up transmittal letter and a copy of the draft minutes to the committee chair, after the draft minutes are approved by the President and the Secretary (usually six weeks after the Board of Directors meeting).
- Be alert to potential problems, e.g., committee inactivity in execution of its goals or specific assignments from the Board.
- Monitor the committee's adherence to its charge and provide guidance as needed.
- If possible, attend the Annual Meeting, when the new committee begins its work. Contact the incoming chair prior to the Annual Meeting for an introduction. Ask to be on the agenda at the meeting of the incoming committee to introduce yourself and explain functions of the Board Liaison. If the committee has meetings in addition to those at the Annual Meeting, or via conference calls, the Board Liaison should be included in those meetings.
- Ask the Committee Chairperson to send copies of important correspondence, budget proposals, and reports.
- Encourage the Committee Chairperson to keep proper records and to forward appropriate documents to the succeeding chair and Board of Director Secretary.

2) Functions of the Chairperson include:

- Be a voting member of the Committee.
- Provide oral reports and updates at the regular and annual board meetings.
- Coordinate Social Committee meetings and ensure that the appropriate notification is provided to the community in accordance with the Hadley Farms Community Association governing documents.
- Coordinate and supervise the Social Committee activities and meetings to assure that Social Committee responsibilities are met.
- Encourage and support participation by all Committee members, and ensure that such persons are kept advised of Committee activities.
- Familiarize the Committee with its terms of reference and attend Board meetings in an advisory capacity concerning Committee-proposed motions.
- Submit of action item request sheet to the board of directors based on committee recommendations at an open meeting.
- Maintain open communication with Board Liaison.
- Prepare written or delegate a Committee Member to prepare written Social Committee minutes for submission to the community association manager, on behalf of the board, no later than the 15th of each month, after they have been approved by the committee.
- Written Committee minutes shall identify all members attending the meeting; the date, time, and place of the monthly meeting a summary of the Committee's votes, motions and decisions; and any recommendation(s) for specific board action.

3) Functions of the Committee Members include:

- Be a voting member of the Committee.
- Reviewing agenda and information prior to the meeting.
- Attending the meetings regularly and actively participate.
- Participating in the tasks set forth by the Board of Directors.

D. Terms:

- 1) The Social Committee Chairperson and Committee members shall each serve a term of (1) year.
- 2) At the expiration of the term, the Social Committee Chairperson and Committee Members must re-apply and be appointed 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 Social Committee 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 authorized by the board.
- 2) Accept gifts of any kind-directly or indirectly from homeowners, residents, contractors, 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, committees, 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 Social Committee Charter.
- E. All Social Committee 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 Social Committee Member with or without cause.

- F. The Chairperson shall serve at the discretion of the Board of Directors. The membership of the Social Committee 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 Social Committee 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 Social Committee 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 Management Agent of the date, place, and time of each meeting at least fifteen (15) days in advance of each meeting. An agenda will be submitted for each meeting.
- D. Quorum: A majority of 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.

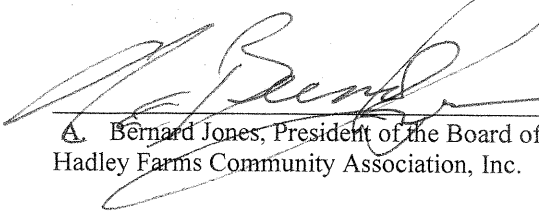
REPORTING:

- 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 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. Committee must seek approval from the Board of Directors for deviations from approved budgeted items of any amount.
- D. Committee/Chair members may not enter into contractual or service commitments on behalf of the Hadley Farms Community Association, Inc.
- E. Any Committee members meetings with contractors must include the management agent for the Hadley Farms Community Association, Inc.

THIS RESOLUTION WAS ADOPTED ON 23 OF June, 2013.


Bernard Jones, President of the Board of Directors
Hadley Farms Community Association, Inc.