

THE UPLANDS HOMEOWNERS ASSOCIATION, INC.

ADMINISTRATIVE RESOLUTION NO. 2021 - 01

OPEN SPACE COMMITTEE CHARTER

The Board of Directors of the Uplands Homeowners Association, Inc. (the "HOA") hereby takes the following action:

WHEREAS, Article 6 of the Bylaws of the HOA ("Bylaws") provides that the Board of Directors ("Board") has all of the powers and duties necessary for the administration of the affairs of the HOA; and

WHEREAS Article 9 of the Bylaws grants the Board the power to create committees as it deems appropriate in carrying out its purposes for the HOA; and

WHEREAS, the Board desires to create a standing advisory committee to assist the Board with respect to the Uplands Common Area, in a reasonable and productive manner, in order to maximize the benefits of, and encourage participation with respect to, open space and other Uplands Common Area by the members of the HOA. Capitalized terms used but not defined herein shall have the meanings set forth for them in the Declaration and the Bylaws for the HOA.

NOW THEREFORE, BE IT RESOLVED THAT a standing Open Space Committee (sometimes also referred to herein as the "Committee") is hereby established and shall operate according to the following guidelines adopted and implemented herewith under the following terms:

I. Purpose & Jurisdiction

- A. Purpose.** The primary purpose of the Open Space Committee is to make recommendations and advise the Board, in a reasonable and productive manner, in fulfilling the Board's responsibilities to operate, maintain, and preserve the Uplands Common Area. The role of the Committee is advisory. It is not the duty of the Open Space Committee to establish policies but to provide information and recommendations to assist the Board in making policies and decisions regarding the Uplands Common Area. Persons who are appointed to serve on the Committee are referred to as "Committee Members".

II. Organization and Operations

- A. Committee Eligibility.** Eligible candidates and Committee Members shall be members of the Uplands HOA (i.e., Owners of Residential Units) in good standing. An Owner in good standing is one who is current with respect to assessment payments owed to the HOA, and has no current or outstanding

violation(s) of the HOA's governing documents or pending legal action involving the HOA.

- B. Committee Membership.** The Board shall appoint a minimum of three (3) and a maximum of five (5) Owners to serve as Committee Members. Committee Members shall serve terms of one (1) year, or until the next appointment period as determined by the Board.
- C. Nomination Process.** The Board shall invite interested candidates to express their desire to serve on the Open Space Committee. The Board may require interested candidates to submit a written request and/or appear for an interview to assist the Board in identifying any personal or professional information (e.g., related experience or training, service on other committees, etc.) that may be relevant to the Committee's purpose or goals. The Board shall make the final determination of those persons who are appointed as Committee Members.
- D. Initial Membership Period.** The initial Committee Members will be appointed by the Board within thirty (30) days after this Open Space Committee Charter is adopted by the Board.
- E. Committee Member Replacement.** Committee Members will be appointed by a vote of the Board. In the event that a Committee Member cannot serve to the conclusion of his or her term, and a vacancy occurs, the Board will appoint an Owner to serve the remainder of that Committee Member's term. The Board may remove any Committee Member at any time, with or without cause. The Committee may make recommendations to the Board regarding the removal of a Committee Member.
- F. Committee Officers.** The Open Space Committee shall, at its first regular meeting following its creation, elect a Chairman and a Vice Chairman from among its Members. The Board may remove a Chairman with or without cause. The Committee may vote to remove its Chairman upon show of good cause. Vacancies created by either of the above methods, or the resignation of the Chairman, shall be filled by the Vice Chairman, and the Committee shall elect a new alternate.

The Chairman shall:

1. Coordinate and supervise the Committee activities and meetings to ensure that Committee responsibilities are met.
2. Prepare Committee reports for submission to the Board, and ensure appropriate communications with the Board.

3. Keep a roster of Committee Members, cause minutes of all Committee meetings to be kept and, in general, maintain written documentation of Committee decisions, recommendations, and activities.
4. If deemed necessary, designate a Secretary or other Committee officers from among the Committee Members to assist the Chairman with Committee responsibilities.

- G. Committee Officer Replacement.** In the event that a Committee officer cannot serve his or her term to its conclusion, the Committee Members will appoint a current Committee Member to serve out the remainder of such officer's term.
- H. Committee Member Responsibilities.** Except to the extent Committee Member responsibilities are defined herein, the Committee will determine Committee Member responsibilities with final approval of the Board.
- I. Committee Communications.** In the interest of promoting communication between the Board and the Committee, the Committee Chairman, or his or her designee, shall attend each regularly scheduled meeting of the Board. The Committee shall submit reports to the Board providing minutes of the last Committee meeting held. Minutes shall include recommendations made to the Board, and shall update the Board on the status of pending Committee tasks, requests for assistance from the Board (as needed), and answer any questions that the Board may have regarding Committee initiatives. The Committee is expected to maintain regular communications with a Board liaison designated by the Board, if any, and with the HOA's management agent.

III. Committee Meetings.

- A. Notice of Meetings.** All Committee meetings shall be open to all members of the HOA, and shall include a limited time period during each meeting for resident input. In order for the HOA membership to be informed of all Committee meetings, the Chairman shall ensure that notice of all meetings of the Committee shall be posted on the HOA's Building Link website calendar and/or publicized through any other means of posting that the Committee or the Board deems appropriate. If it is necessary for the Committee to reschedule or cancel a meeting, the Committee Chairman shall notify the management staff so that the HOA membership can be reasonably notified. The Committee Chairman shall be responsible for contacting the Committee Members regarding rescheduled or canceled meetings.
- B. Voting.** A majority of the Committee Members must be present to form a quorum in order to conduct formal voting procedures. A majority vote of Committee Members while a quorum is present shall constitute a decision of the Committee. All voting shall be conducted in open session.

- C. **Frequency.** Committee meetings shall be held at least quarterly or more often as necessary to carry out the Committee's assignments and responsibilities.
- D. **Meeting Minutes.** Minutes of each Committee meeting shall be submitted to the Board within ten (10) business days following the meeting.

IV. **Committee Responsibilities and Duties.**

- A. The Committee shall assist in the development of policies and standards relating to the use and maintenance of the Uplands Common Area and promote the Uplands Common Area for the benefit of the residents within the HOA.
- B. The Committee shall assist the management agent and the Finance Committee with preliminary and reserve budgets for the Uplands Common Area, to include, without limitation, expenses for landscape maintenance costs, parking space pavement markings and signage maintenance, pavement maintenance, snow and ice removal, and trash pickup.
- C. The Committee shall recommend to the Board rules, regulations and policies for the use and maintenance of the Uplands Common Area.
- D. The Committee shall review contracts for grounds maintenance and any other contracts associated with the Uplands Common Area as designated by the Board and make recommendations to the Board regarding such contracts.
- E. The Committee shall develop and recommend to the Board a master landscape plan and facilitate the implementation of landscape plans approved by the Board.
- F. The Committee shall work with the grounds maintenance company for the Uplands Common Area to ensure that the provisions of its maintenance contract are correctly implemented.
- G. The Committee shall regularly inspect the Uplands Common Area and notify the Board promptly of any issues discovered.
- H. The Committee shall develop and recommend a maintenance and/or capital improvement plan for external facilities of the Uplands Common Area including, but not limited to, dog parks, mail boxes, lighting and signage, parking areas and travel lanes, and shall facilitate the implementation of such plan upon its approval by the Board.
- I. Provide such other advice and assistance relating to the Uplands Common Area that may be requested by the Board from time to time.

- V. **Dissolution of Committee.** The Board shall have the authority to dissolve the Open Space Committee by resolution duly passed by a majority of the Board, after having provided the HOA members with 30 days advance notice of the meeting at which the dissolution resolution will be considered.

The Effective Date of this Resolution shall be the 7th day of June, 2021 and shall supersede and replace any previously adopted Policy or Administrative Resolution regarding an Open Space Committee.

