



POLICY and PROCEDURE

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DIRECTOR - OFFICER – COMMITTEE RESPONSIBILITIES

PURPOSE

To establish the responsibilities of Directors, Officers and Board sanctioned Committees

POLICY

Directors, Officers and Committee members will assume the responsibilities stated in this document

REFERENCES

Pinebrook Articles of Incorporation, By Laws, and CC&Rs

FORMS

Attachment 10-1 Planning Guide
Form 19-1 CCR Request or Report

RESPONSIBILITIES

1. Directors

- A. Maintain and Enhance the Common Area Facilities
- B. Article II of Pinebrook Articles of Incorporation states:

“The purposes for which this corporation is formed, the specific and primary purpose for which it is formed being set forth in paragraph (1) below, are:

(1.) To maintain and supervise the operation of the lake and such other recreational facilities as are situated in Pinebrook Subdivisions I, II and III in Calaveras County, California, and to purchase and / or lease and construct such other additional recreational facilities for the membership thereof, and to operate such facilities, in such a manner as will benefit and enhance community activities of a recreational and educational nature for the members of the association.”

C. Fiscal Responsibility

- 1) Budget and expense management; reserve fund compliance; insurance coverage; and legal obligation compliance.

D. Governing Document Compliance

- 1) Operate within the governing documents; establish and maintain operating policies; enforce compliance with CC&R's, Policy & Procedures and State and County laws.

E. Homeowner Member Support

- 1) Provide information, services, and documentation in all areas needed by property owners to buy, develop, support and enjoy their Pinebrook property. Provide social events and area information to further enhance the Pinebrook experience.

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2. Officers

A. The responsibilities shown in **bold** below are restatements direct from the Pinebrook By-Laws. Below each of the bold statements of responsibilities are the detailed responsibilities of each officer position.

1) President

- a) **The President shall be the executive officer of the Association and subject to the control of the Board of Directors, and shall have general supervision, direct and control the affairs of the Association. The President shall preside at all meetings of members and meetings of the Board of Directors.**
- b) Review the Planning Guide and Schedule of Events for correctness and assign responsibilities as required. Review of the Planning Guide is to be an agenda item at each board meeting.
- c) The President, will approve all newsletter articles for all Pinebrook Newsletters and all correspondence to HOA members.
- d) In January review all state laws (Blue Book) for new laws and changes that affect operations. Recommend changes to Policy & Procedures to assure compliance with any law changes. Review all applicable Policy and Procedure Documents for needed changes and compliance with new state statutes in January. Policy & Procedure numbers 1, 2, 4, 6, 23, 30 must be reviewed.

2) Vice President

- a) **The Vice President shall, in the absence or disability of the President, perform all the duties of the President, and when so acting shall have the powers of, and be subject to the restrictions upon the President. The Vice President shall act as property officer of the Association, and shall render a report at the annual meeting of the physical assets of the Association.**
- b) The Vice President may serve as the chairperson of the Election Committee.

3) Secretary

- a) The Secretary shall keep a book of minutes of all meetings of Directors and members, with the time and place of holding, how called or authorized, the notice thereof given, the names of those present at Directors meetings, the number of members present or represented at Members' meetings, and the proceedings thereof. The Secretary shall keep a register showing the names and addresses of the members of the Association.



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- b) The Secretary will see that copies of draft minutes and approved minutes are properly maintained in office computer files.
- c) The Secretary will supervise and monitor committee minutes for proper recording of committee meetings. Minutes of committee meetings will be referred to in board meeting minutes.
- 4) Treasurer
- a) **The Treasurer shall keep and maintain adequate and correct books of account showing the receipts and disbursements of the Association, and an account of its' cash and other assets, if any. Such books of account shall, at reasonable times, be open to inspection by any member or Director. The Treasurer shall deposit all moneys of the Association with such depositories as are designated by the Board of Directors, and shall disburse funds as may be ordered by the Board of Directors, and shall render to the President of the Board of Directors, upon request, statements of the financial condition of the Association.**
- b) **The Treasurer shall have prepared a balance sheet and a report of receipts and disbursements for the preceding year, which balance sheet and report shall be presented at the Annual Members' Meeting, or within thirty (30) days after said meeting.**
- c) The Treasurer serves as Chairperson of the Budget and Insurance Committee which meets to prepare R3, Capital Account and Operating budgets and review expense / revenue related proposals as well as R3 Items for current replacement cost coverage; and reviews insurance for coverage and costs.
- d) Weekly & Monthly monitor office support activity, execution and recordings.
- e) Monthly
- Review Quick Books check register and insure that Quick Books is reconciled to all bank statements and that expenses have been charged to the proper accounts.
 - Provide all directors with Quick Books monthly and year-to-date reports.
 - Prepare Treasurer's Report for Board Meetings with a summary report: short / long term outlooks; and risks / exposures.
 - Prepare Treasurer's Report article for Newsletter.
 - Review R3 account CD status and maintain laddering; cash out if necessary for upcoming expenses and verify that rates are competitive.
 - Transfer interest from Capital Account to General Account.
 - Transfer R3 Money Market interest and R3 CD interest to General Account.



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f) Quarterly

- Verify that payroll tax forms and payments to Feds and State (EDD) have been prepared and mailed properly.
- Verify that actual wages versus estimated wages have been reported properly to State Fund Disability Insurance.

g) Annually

- Insure HOA dues invoices go out correctly in July.
 - Insure UFM dues invoices go out correctly in November.
 - Review Accounts Receivable aging monthly and supervise follow up activities for delinquent HOA and UFM accounts in accordance with applicable policy and procedures.
 - Based on input and approval of the Budget Committee, prepare annual Operating and R3 budgets in June for next fiscal year. The budgets must be published and distributed to all HOA members.
 - Publish to all HOA members in September an Annual Report with required legal statements.
 - In September / October, collect all needed tax documents and take to accountant. Send in forms and pay taxes in December.
 - Review Quick Books Chart of Accounts for applicability in August and make any changes before start of next fiscal year in September (listings and Quick Books).
 - Closely supervise the closing of the accounting year in Quick Books to make certain that all income and expense transactions have been posted to the correct year.
 - In September, obtain new bank account signature documents and obtain signatures from the current Board of Directors authorizing each director to sign checks. Retiring Directors must sign release forms.
 - Bank Accounts are:
 - General Checking Account – Eldorado Savings
 - Capital Checking Account – Eldorado Savings
 - R3 Money Market Account – State Farm Bank
 - R3 CD Accounts (8 Maximum) – State Farm Bank
- h) Every Two Years file State of California forms SI-CID and SI-100 with checks of \$15 and \$20 respectively. They both (with checks) are sent in together in one envelope.



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3. Committees

A. Requirements

- 1) All committees are sanctioned by and serve at the pleasure of the Board of Directors in accordance with applicable laws.
- 2) The chairman of the committee must be an Officer or Director.
- 3) The Budget Committee must have a minimum of 2 Board Members and / or Officers. All other Committees require the chairman be a Board Member or Officer.
- 4) Minutes of any formal meeting of committees must be prepared and submitted to the board. Day to day activities of the committee for the purpose of meeting committee responsibilities need not be documented.
- 5) All expenditures required by committees must be approved by the Board of Directors.

B. Types of Committees

1) Standing

- a) These committees are constant in nature over time and perform specific duties for the board to satisfy annual operating needs. Examples: Budget / Finance, CC&R Compliance, Election, Building Review & New Projects, Maintenance, and Social.

2) As Needed

- b) Research projects and issues may arise that will require the board to create a committee for a defined short period of time to provide the board with input to aid in a decision process or background information on a complex project / problem. These “*as needed*” committees may include outside experts in a particular applicable field, HOA members as appropriate, and two Board Members or Officers as required by law.

C. Creation, Disbanding & Reporting Requirements of Committees

- 1) All committees serve at the pleasure of the Board and only report findings and provide written status and work products to the Board.
- 2) A committee is created and disbanded by a majority of Board Member votes with the required quorum present.
- 3) All committees must have a minimum of two Board Members or Officers on the committee. A Board Member or Officer must be the chairperson of the committee.
- 4) All appointed committee members must be formally approved by the Board by a majority approval of Board Members with a required quorum present.
- 5) All committees shall provide status reports at each board meeting and interim status via email and hard copy mail as required. “*As needed*” committees shall only report interim and final status and work products to the Board.



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- 6) Any Board Members not on an “*as needed*” committee are required by law to understand and act in good faith with reasonable inquiry as to committee reporting of data, facts, findings and recommendations from which Board Members are expected to use in making decisions.

D. Management and Reporting by “As Needed” Committees

- 1) The committee and chair person will understand and document back to the board the mission of the committee, the expected final work product and the schedule for completing the activities including any “checkpoint” schedule dates.
- 2) It is expected that these “*as needed*” committees will operate with meeting-holding procedures and documentation that provides for participation by all committee members and results in a set of meeting minutes which reflect progress on the defined schedules and work products. Meeting minutes and any documentation used by the committee in their work effort is to be provided to the Board Members in a timely manner.
- 3) If one of the work products is to be a letter or document to be sent out under the Board’s approval, a final edited version with all Board Member corrections is to be provided to the Board for final distribution approval

E. Election Committee

- 1) The Election Committee is responsible for Board of Director candidate search and compliance with P&P # 2.
- 2) Search and placement for the required Election Inspectors; supervision of the election procedures during ballot preparation, mailing of ballots, counting of ballots and announcing election results.
- 3) Recommendations for changes to the election procedures to maintain compliance to applicable law.

F. Projects & Maintenance Committee

- 1) Supervise Maintenance of the common area property for the benefit of all property owners.
- 2) Supervision of the Maintenance Contractor & other required contracts.
- 3) Submitting recommendations and specific proposals with cost and descriptive documentation for enhancements to the common areas in the form of New Capital Projects to the Board of Directors for review and approval. ..
- 4) Maintaining a list of HOA members willing to volunteer time for New Project implementations or specific skill Maintenance activities.
- 5) Coordinating and Managing any special work parties.
- 6) Maintain a tracking system of New Project and Maintenance activities and report the status of activities at each board meeting through the report or in person.



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- 7) Management and Implementation of an New Capital Projects along with the hiring of any required contractors.

G. CC&R Compliance Committee

- 1) Having a working knowledge of Pinebrook CC&R's.
- 2) Observing and reporting to the Board of Directors any property in Pinebrook that is not in compliance to the CC&R's.
- 3) Supervision of property fire inspections as required by State and Local Authorities.
- 4) Communications with property owners who have submitted complaints relating to CC&R non-compliance.

H. Social Committee

- 1) Establishment of a group of non-Board Members willing to serve on the committee for the planning, preparation and fulfillment of social events established by the Board of Directors.
- 2) Traditional candidate events (to be calendared each September) are:
 - a. October -- Oktoberfest or Wine Tasting Party
 - b. December – Christmas Party
 - c. February - Super Bowl Party
 - d. February – Valentine's Day Party
 - e. March – St. Patrick's Day Party
 - f. April – End of Winter / Ski Season Party / Western Roundup
 - g. May - Cinco de Mayo celebration party
 - h. May – Memorial Day Weekend – Fishing Derby – Games – Pot Luck BBQ
 - i. July – 4th of July – Fishing Derby – Games – Pot Luck BBQ
 - j. August - Birthday Celebration Ice Cream and Cake Social
 - k. September – Labor Day Hosted and Pot Luck BBQ
- 3) Submit recommendations to the Board of Directors for new ideas for social events and improvements in facilities to enhance social events.
- 4) Photograph social events for use in newsletters and emailing to participants.
- 5) Write Newsletter articles summarizing all social event activities.

I. Building Review Committee

The following bold paragraphs are taken directly from Article II, Section 1 of the CC&Rs:

- 1) **The Building Review Committee (BRC) shall be composed of not less than three (3) members of the Association who are appointed by the Association**



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Board of Directors. One director from the Association's Board will serve as Chairperson.

- 2) **Prior to undertaking any work or improvement on any property within the Subdivision, the owner thereof shall first submit detailed plans, elevations, specifications and plot plans to the BRC for review and written approval.**
- 3) **As use herein, the term "improvement" shall include, but not be limited to, any building, garage, driveway, parking area, fence, retaining wall, paving or other cement flat work, stairs, deck, windbreak, solar systems or exterior lighting. The term shall also include any exterior additions, alterations, reconstruction, remodeling or changes or existing improvements or structures.**
- 4) **Once a set of plans and specifications has been approved by the BRC, no material changes may be made therein without the prior written consent of the BRC. Upon completion of the construction, the Association will be notified so that a final inspection may be conducted by the BRC.**
- 5) **Review and approval by the BRC of any proposals, plans or other submittals, shall in no way be deemed to constitute satisfaction of, or compliance with any building permit process by any County or Stage Agency.**
- 6) Most plans for construction must be submitted by the property owner or agent, to the Calaveras County Building Department, Government Center, San Andreas, California. One copy of the same plans; along with Pinebrook CC&R Request Form must be delivered by the owner / agent to the Pinebrook office for the Building Review Committee. After disposition, one copy of Form 10-2 CC&R Request Form will be retained in office file.
- 7) The BRC will have at least one committee member take action within ten (10) days of the receipt of any request. The Committee has the authority to approve any request provided it conforms in all respects with existing CC&Rs. In the event the committee disapproves the plans due to non-conformance with CC&R's, the committee will provide the owner / agent with the reasons, in writing. Should the owner / agent disagree with the committee's findings, they will be advised to meet with the Pinebrook Board of Directors at the next regular meeting. The decision of the committee will stand until the Board makes a final determination. The Board or Directors must take one of the following actions:
 - a. Approve the request, as submitted (simple majority vote).
 - b. Approve the request with modifications (simple majority vote)
 - c. Deny the request (2 / 3 majority vote).
 - d. If the request is not denied by 2 / 3 majority, the project may proceed as if approved.



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- 8) Grandfather Provisions: There are modifications of the property and / or buildings that have not been in compliance with existing CC&Rs. Improvements made prior to the date of this Policy & Procedures will be deemed acceptable. The Grandfather Clause only applies to building improvements and does NOT apply to all other provisions and restrictions covered by existing CC&Rs.
- 9) Projects started and / or completed without BRC notification or approval:
 - a. Frequently projects are started and completed without BRC notification or approval. The BRC is not a “police force” that pursues the project owner for non-conformance with the CC&R and BRC processes.
 - b. If a CC&R Non-Conformance Form is filed for a project that did not receive BRC approval or was completed in a different manner than approved by the BRC; the Board will deal with the non-conformance and HOA project owner directly. The BRC will only provide input to the Board regarding the conformance of the project to the CC&Rs.
- 10) Reporting Non-Conformance with CC&Rs as Applicable to Construction:
 - a. No single property owner or Board member or BRC member is responsible for conformance.
 - b. All Pinebrook property owners are responsible for CC&R conformance. As such, everyone should report all non-conformances to the Pinebrook office.
 - c. A CC&R Report Form (see P&P Form 19-1 should be completed by the reporting individual.
 - d. The BRC will review each such CC&R report submitted and report to the Board of Directors of their recommendations
 - e. The Board will then determine final action.
 - f. The property owner / agent will be advised of action taken.
- 11) Updating of the Pinebrook Subdivision Map, Pinebrook Subdivision History and Status and the Building Review Report
- 12) Reporting to the Board of Directors at each meeting of the changes in status of new or modified home construction activity.

J. Budget & Insurance Committee

- 1) The chairperson of the budget and insurance committee shall be the Treasurer. The committee will be made up of at least two Board Members and/or Officers.
- 2) Pinebrook’s liability and Director’s and Officer’s liability insurance policy expires on March 15th of each year. In January of each year the budget and insurance committee is to meet to determine the adequacy of insurance coverage and the competitiveness of insurance cost.

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- 3) The committee is to make a recommendation for renewal or changes to the policy at the February meeting of the Board of Directors.
- 4) The Operating Budget, Capital Fund Budget and the R3 Budget are to be reviewed by the committee in March of each year.
- 5) The Operating Budget is to be reviewed to determine the level of expenses forecast for the next fiscal year and determination of the adequacy of HOA member dues to cover all expenses including required contributions to the R3 account and contributions to the Capital Fund account.
- 6) The R3 Account is to be reviewed for adequacy of each sub-account to fund future repair and / or replacement.
- 7) The Capital Account is to be reviewed for adequacy to fund future improvements to minimize the necessity for HOA assessments.
- 8) The proposed budgets for the next fiscal year are to be presented to the Board of Directors for comment and approval no later than the June Board of Directors meeting.

4. Meeting Minutes

- A. The Recording Secretary, Office Manager, or designee shall prepare written minutes of all association board, membership and / or committee meetings in the manner set forth in this Policy and Procedure.
- B. Minutes constitute the permanent, official record of the association's proceedings. They establish a written record that may be referred to in the future to determine what transpired at a particular meeting, the nature of action taken, and the basis for the action. Minutes should be prepared promptly after a meeting is held before notes get old and stale and before memories have faded
- C. Under California law, the original minutes constitute *prima facie* evidence of the holding of a particular meeting and the matters stated in the minutes (Corporations Code, Section 7215). Moreover, if properly prepared, minutes of a board meeting may constitute
- D. important evidence to show the board of directors acted prudently and in good faith, in a manner the directors believed to be in the best interests of the association and they appropriately sought and relied upon the information, opinions or reports presented by others, all in accordance with the prudent business judgment rule set forth in Section 7231 of the Corporations Code, to which the directors are subject.
- E. In view of the foregoing purposes which association minutes can serve, substantial care should be taken in the preparation of minutes to be sure they are both accurate and adequate. Each set of minutes should document that the required quorum was attained by setting forth the names of the directors or committee members in attendance or, in the case of a membership meeting, the number of memberships represented at the meeting. The minutes should set forth the date, time and location where the meeting was held.
- F. Minutes should describe the matters considered at the meeting and the action taken. Minutes are not required to a verbatim record and in fact is not recommended. Minutes should set forth in concise, narrative form with reasonably adequate detail the subjects which were considered and discussed and the action taken, so that an objective determination can be made by someone



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reading those minutes in the future as to what was and what was not authorized and/or decided. As the Corporation Code provides "Minutes shall be kept in written form."

- G. Minutes should set forth any motions that were considered and any resolutions adopted. It is usually not necessary to identify the particular individuals who make or second a motion but if the vote on a particular motion is divided, it is good practice to identify those who voted for, those who voted against and those who abstained. Also, if a person opposing a particular matter requests that his or her opposition be reflected in the minutes, the minutes should record that opposition.
- H. Meeting minutes will be prepared in draft form for review, correction and approval at the next meeting
- I. Once approved and corrections are made, the date of the meeting approving the minutes will be entered in the form and the "DRAFT" statement removed.
- J. Meeting minutes will be filed in the Minute Book, the designated computer file folder, and placed on the website.

SUMMARY OF CHANGE FROM PREVIOUS ISSUE

Changes "Title"; Reformatted; Incorporated all relevant text from P&P 13 "Building Review Committee", P&P 10-2 "Check Signing & Compliance Procedures"; P&P 20 "Meeting Minutes"; and P&P 31 "Creation and Use of Committees into this document to eliminate duplication of subject matter. P&P's 10-2, 13, 20 and 31 were deleted, superseded by this document.