

# ASHVILLE AREA PROPERTY OWNERS ASSOCIATION, INC.

## RESOLUTION COMMITTEE RULES, APPOINTMENTS AND CODE OF CONDUCT November 04, 2009

**WHEREAS**, the Bylaws of the Association<sup>1</sup> and Florida Statutes<sup>2</sup> empower the Board of Directors with the authority to establish formal policies in connection with the manner in which its Committees operate and how Committee members conduct themselves and the business of the Association; and

**WHEREAS**, the Board has established the goal of conducting the business of the Association with high levels of dignity, civility, and respect for the Association as an entity and for the individual members of the Association, its Board, and Committees; and

**WHEREAS**, the Board has resolved to clarify existing and to establish additional Rules and a Code of Conduct for its Committees and their members in order to further its efforts to accomplish its goal.

**NOW, THEREFORE, BE IT RESOLVED** that the Board adopts the following Committee Rules and Code of Conduct as its additional formal policy for all Committees and their appointees.

### I. COMMITTEE APPOINTMENTS, CHAIRS AND VACANCIES

1. No one shall serve on a Committee without approval of the Board of Directors.
2. Committee members can be removed by the Board of Directors with or without cause.
3. In the appointment of any committee, or to fill vacancies thereon, the Board of Directors shall, by a majority vote, appoint the chairman and vice chairman of each such committee and the members thereof.
4. When the Chairman or Vice Chairman of a committee shall resign, is removed, or ceases to serve, the Board of Directors shall appoint, by a majority vote, a new chairman or vice chairman to fill the vacancy.
5. When a member of a committee shall resign, is removed, or ceases to serve, the Board of Directors shall appoint, by a majority vote, a new member to fill the vacancy.

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<sup>1</sup> Bylaws of Ashville Area Property Owners' Association, Inc., Article IX – Committees:

*The Association shall appoint a Nominating Committee as provided in these Bylaws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose, in addition to the Airstrip Committee as set for the in Article XIV of these Bylaws. (Emphasis added.)*

<sup>2</sup> Florida Statute, Title XXXVI, Chapter 617, Corporations Not For Profit  
617.0825 Committees. (1) Unless the articles of incorporation or the bylaws otherwise provide, the board of directors, by resolution adopted by a majority of the full board of directors, may designate from among its members an executive committee and one or more other committees each of which, to the extent provided in such resolution or in the articles of incorporation or the bylaws of the corporation, shall have and may exercise all the authority of the board of directors. ...  
... (3) Each committee must have two or more members who serve at the pleasure of the board of directors. The board, by resolution adopted in accordance with subsection (1), may designate one or more directors as alternate members of any such committee who may act in the place and stead of any absent member or members at any meeting of such committee... (Emphasis added.)

6. It shall be the duty of each member of the Board of Directors to consider each potential committee appointee's ability to perform those tasks assigned to them, as well as their predisposition to abide by the Code of Conduct herein.

## **II. COMMITTEE EXISTENCE**

1. The Board, with or without cause, may dissolve any committee at any time.

## **III. COMMITTEE MEETINGS**

1. The Chairman of the Committee shall preside over all committee meetings. In the Chairman's absence, the Vice Chairman shall preside.
2. It shall be the Chairman's responsibility to present, in writing, his/her committee's recommendations to the Board of Directors.
3. When appropriate, it shall be the Board of Director's responsibility to present the Committees' recommendations to the members.

## **IV. COMMITTEE MEMBERS - CODE OF CONDUCT**

1. Committee members shall endeavor to attend and be on time at all meetings.
2. Committee members shall not use inappropriate body language or verbal tone during their debate of the issues.
3. Committee members shall not communicate committee matters to the exclusion of fellow committee members.
4. Any actions or comments designed to insult, demean, or attack the personal character of any member of the Board of Directors, or the Board as an entity; or any Committee member or any Committee as an entity, or any other individual or entity shall be strictly prohibited.
5. At no time shall a member of any Committee make slanderous or libelous comments regarding any individual or entity.
6. Allegations and information presented or disseminated in any manner whatsoever by a Committee member (whether inside or outside of committee meetings) must be based on fact and must be substantiated by legitimate documentation or other convincing and credible evidence or law.
7. Committee members owe a special duty of civility to the Association's membership and shall be particularly courteous to the individual members at all times.
8. All Committee members owe a duty of civility to the Board of Directors as an entity, particularly with respect to its formal votes and formally approved policies.
9. No member of a Committee shall engage in any unauthorized activity which undermines the ability of the Board of Directors to successfully effectuate the results of their vote.
10. All committee members shall recognize that their individual behavior is a reflection upon the Board as an entity; therefore, they shall, at all times, refrain from any public conduct which would bring the Board into disrepute.
11. No committee member shall vote at a meeting while under the influence of alcohol or drugs.
12. It is the duty of every committee member to follow the Association's governing documents, rules and applicable law and to act in the best interest of the membership as a whole.

13. Committee members shall not behave in any manner that could injure the work or good name of the association or its members.
14. Every committee member must maintain integrity and hold the trust of the Board of Directors.
15. It shall be the duty and obligation of every committee member to immediately report any and all violations of this Code to the Board of Directors.

***BE IT FURTHER RESOLVED*** that this Resolution shall become effective immediately and that the Board of Directors shall retain the right to amend or repeal.

Executed this 4th day of November, 2009

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Michele Staffieri, President

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Jerry Byrd, Vice President

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Betsy Pertierra, Secretary

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Clara Sego, Treasurer

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Loren Harper, Director