

## *Saugatuck R.V. Resort Board Policies*

### INTRODUCTION

Board Policies are just as they are named. They are rules developed by the Board of Directors by which its internal governing procedures are spelled out. In substance and application, they are no different from Rules and Regulations governing the entire Resort. In fact, some of the policies which follow, or portions of them, have been transported from the original body of the Rules and Regulations. As such, policies carry the same weight as do the Rules and Regulations; they may be adopted and modified in the same way; and likewise, where conflicts may occur, policies are superseded, in order, by Bylaws, the Master Deed, local and State regulations and laws, and Federal regulations and laws.

Though there can be some overlap, the single main difference between these policies and other governing documents, is that they have little or no impact on the owners themselves. They can, however, be critical to the smooth operations of the Board. There are also numerous rules in the Rules and Regulations section which apply equally to the Board and to the Association which are not duplicated in the Policy section. For a complete understanding of how SRVR works, Board Policies, and Rules and Regulations should be read and integrated as a whole. The separation into two distinct sections is merely one of convenience.

The Board Policies included in the following section are arranged in broad categories and numbered with no specific priority as follows:

100 through 199:	The Board
500 through 599:	Fiscal
700 through 799:	Elections
800 through 899:	Personnel
900 through 999:	Miscellaneous

The gaps in numbering are intentional, and provide a framework while allowing room for future expansion within categories, or the addition of new categories.

## BOARD POLICIES 100-199: THE BOARD

### POLICY 105: BOARD OF DIRECTORS

*(Adopted 12/07/2013)*

- 105.1 Membership: Board membership consists of seven (7) Association members (owners) who have been duly elected for a specified term as a result of an annual election, or have been appointed by the Board to fill an unexpired term or a portion thereof.
- 105.1(a) Unless elected at the next annual election, an appointed member may only serve until the newly elected board members take office.
- 105.1(b) A Board member may be removed as a Board member at a duly called meeting, by an affirmative vote of no less than five (5) members.
- 105.2 Officers: During its organizational meeting, the Board shall annually elect from its own membership a President, Vice-President, Secretary and Treasurer for one-year terms. This shall not be construed as limiting an officer from being elected and serving multiple one-year terms as an officer.
- 105.2(a) There is no provision for combining board officer positions.
- 105.2(b) To be considered for a board office, a board member must have been a member of the Association for at least two (2) Seasons (*i.e.*, a total of 12 “Seasonal” months which occur between April 20-October 30) immediately prior to the time when his or her term as an officer would begin.
- 105.2(c) Administrative duties of the Secretary and/or Treasurer may be delegated, but the responsibility for such duties may not. Only duties specifically authorized in the Bylaws, Rules and Regulations or these Board Policies may be delegated by the President or the Vice-President.
- 105.2(d) A Board officer may be removed from his or her office at a duly called meeting, by an affirmative vote of no less than five (5) members [Bylaw V. Section 6(a)].
- 105.3 Confidentiality: *(Adopted 4/13/2013)* By participating in a closed session, each board member tacitly agrees to be bound by strict confidentiality.
- 105.4 Authority:
- 105.4(a) The Board is an entity, and as such, may exercise its authority only while holding deliberations during times it officially meets.
- 105.4(b) Except for the Board President who has the authority equivalent to the CEO of a non-profit organization, or, in his absence, the Vice-President, a Board member as an individual has no more authority than any other Association member.

105.4(c) Whether or not an individual Board member agrees with a decision reached by the Board, he or she is obligated, as part of the board entity, to recognize and be bound by it.

POLICY 110: MEETING PROTOCOL

*(Adopted 11/03/2013)*

110.1 Meetings *(Amended 2/06/2013)*: Regular meetings of the Board of Directors (“Board”) shall be held no fewer than eight (8) times during the fiscal year, at a time and place established at the organizational meeting. Notice of meetings shall be distributed to all Association members.

110.1(a) *(Adopted 12/07/2013)* No two regular meetings shall be less than 21 days apart except when necessary to reschedule a meeting cancelled due to lack of quorum, “Acts of God,” other emergencies, or to accommodate the continuance of a recessed meeting. This Policy shall be controlling when setting all regular meeting dates.

110.1(b) *(Adopted 12/07/2013)* When regular meetings are scheduled during the Season, a priority shall be that they coincide with the summer holidays: Memorial Day, Independence Day, Labor Day and Columbus Day.

110.1(c) *(Amended 12/07/2013)* Except when necessary to accommodate holidays per 110.1(b) above, no two regular meetings shall occur in the same month.

110.1(d) *(Adopted 12/07/2013)* One regular meeting and the Annual Meeting shall be scheduled on the Saturday immediately preceding Columbus Day in October.

110.1(e) The Annual Meeting shall be called to order no later than one-half (½) hour following adjournment of the regular October meeting.

110.1(f) Special and/or emergency meetings are governed by Article V2(b) of the Association Bylaws.

110.1(g) All meetings of the Board shall be open to Association members.

110.2 Quorum and Officer Presence:

110.2(a) A quorum shall consist of no less than four Board members.

110.2(b) To conduct business, and regardless of whether a quorum is present, the Board President and/or Vice-President must be present (Bylaw V, Section 4).

110.3 Agenda: The President, or in his or her absence, the Vice-President, shall establish the agenda for all meetings of the Board.

- 110.3(a) The agenda for all regular meetings shall at a minimum include: call to order; declaration of a quorum; approval of minutes; a financial report; committee reports, if any; old or unfinished business; new business; comments from the audience; and adjournment.
- 110.3(b) The agenda for a special or emergency meeting shall be limited to: call to order; declaration of a quorum; consideration and/or debate on the purpose(s) for which the meeting was called (which may be held in closed or executive session); action, if any (in open session), on the purpose(s) for which the meeting was called; and adjournment.
- 110.3(c) The agenda for the Annual Meeting shall at a minimum include: call to order; declaration of a quorum; officers' reports; manager's report (optional); committee reports; new and/or unfinished business (optional); questions and comments from the audience; and adjournment.
- 110.4 Parliamentary Procedure: At all meetings of the Board, *Robert's Rules of Order Newly Revised* shall nominally prevail. That is, such rules are intended to facilitate, rather than impede the proceedings of the Board. A motion duly made, seconded and approved by a majority of Board members during a properly called meeting at which a quorum is present, shall not be invalidated for failure to adhere to Parliamentary Procedure protocols. Bylaws take precedence over *Robert's Rules of Order*, and state and federal laws prevail over bylaws.
- 110.4(a) The call to order, declaration of a quorum, and acceptance of the agenda do not require a motion, second or action.
- 110.4(b) A motion must be made by a member and seconded by another member before it can be considered or debated by the full Board. In the absence of a second, the motion is declared and recorded as defeated "for lack of a second."
- 110.4(c) The President or other presiding officer may enter into a discussion or debate on any issue before the Board, and shall have the right to vote on any issue.
- 110.4(d) Debate shall immediately cease if any member, after being recognized by the chair, "calls the question." Unless countered by a seconded motion and affirmative vote to continue, the Board shall immediately vote on the issue under consideration.
- 110.4(e) Normally, all votes of the Board are by voice or a show of hands, and the results recorded in the minutes as "passed" or "failed." However, a member may request a "division of the house" (no second or vote is required), which would then be recorded numerically (*e.g.*, passed or failed 4-3). Upon a motion and second, a majority of the Board may elect, by a hand or voice vote, a roll-call vote in which case each member's vote on the main motion is recorded.

Because a roll-call vote is mandated in the Bylaws before entering into closed or executive session, such a “vote by roll-call” motion is unnecessary.

- 110.4(f) A recommendation from a Board committee, if presented by a Board member, is assumed to be a motion, and only a second and affirmative vote are required.
- 110.4(g) Parliamentary Procedure requirements and minute-taking do not extend to committees.
- 110.5 Limiting Discussions: The Board reserves the right to limit discussions, debates, comments from the audience, and presentations to the Board as it deems appropriate for its efficient operation.
- 110.6 Waiving of Bylaws: Upon a motion, second and affirmative majority vote, a Board Bylaw may be waived as long as it is for the duration of that meeting only.
- 110.7 Adjournment or Recess: If there is no motion pending before the Board, the presiding officer may declare an adjournment or recess of a meeting without a vote of the Board.
  - 110.7(a) If one or more members object to the declaration of adjournment, the meeting shall continue.
  - 110.7(b) Despite an objection, if there is no motion pending before the Board, and upon a motion, a second, and an affirmative majority vote, the meeting will be declared adjourned or recessed.

POLICY 115: MINUTES  
*(Adopted 4/13/2013)*

- 115.1 Official Document: After review and subsequent approval at the next regular Board meeting, the minutes shall be printed and distributed as the only official documentation of the meeting.
  - 115.1(a) Regular, emergency and special minutes are to be approved at the next regular Board meeting.
  - 115.1(b) The annual meeting minutes are to be approved by the newly elected Board at its first regular meeting.
- 115.2 Summary Form: In general, SRVR minutes are to be recorded in summary rather than narrative form.
  - 115.2 (a) Exceptions which require verbatim recording are: A motion, whether or not it is seconded; significant member comments; modifications to Resort Documents; and board or committee reports of substance. The latter two may become attachments, but are to be referenced as such in the minutes.

- 115.2(b) When raised at a Board meeting, the practice of summarizing applies to both internal and external correspondence and other written or oral communications of substance. The minutes are to acknowledge the nature of the correspondence or oral comment and its author, and may capture some of the pertinent content.
- 115.2(c) Written correspondence of substance is to be maintained by the secretary in a file separated by public (available to Association members) and confidential (available only to current board members).
- 115.3 Agenda Order: Minutes are to be recorded in the order in which they appear on the agenda. If the sequence is changed during an actual meeting, so should be the agenda.
- 115.4 Electronic recordings: Electronic recording devices may only be used by the secretary during a meeting and only for aid in ensuring the accuracy of the minutes.
- 115.4(a) Recordings may not be used during closed sessions.
- 115.4(b) Once meeting minutes have been transcribed, reviewed and adopted by the Board at a subsequent meeting, any recording is to be discarded, erased or otherwise rendered unusable.
- 115.5 Use of Names: The use of names is flexible. However, the following are to be included in the minutes: the meeting convener; the roster of members present or absent; a member making a formal report; a member making or supporting a motion; a roll call vote; a member making a pertinent comment during deliberations; an Association member making a report or audience comment, etc. Member names are not recorded for “normal” votes or “division of the house” votes.
- 115.6 Closed sessions: Closed sessions for purposes specified in the bylaws may occur at any time during the regular meeting. Generally they are scheduled as the last order of business before adjournment.
- 115.6(a) During closed sessions, the secretary is to record the time of the call to order, members present and absent, and the purpose of the meeting.
- 115.6(b) If a formal action is contemplated, it must be moved, seconded and consummated in open session.
- 115.6(c) At the end of a closed meeting, the chair will adjourn the meeting to open session. The time is noted, and the open meeting is resumed either with action from the closed meeting (if any), or additional agenda items, or adjournment.

POLICY 120: CHAIN OF COMMAND  
*(Adopted 12/07/2013)*

120.1 The Board:

120.1(a) Per the bylaws, all actions of the Board shall be binding upon the Association and its members.

120.1(b) The Board may only exercise its authority during a duly called meeting where a quorum is present, at least one of whom must be the President, or the Vice-President.

120.2 Board Officers:

120.2(a) The President shall be the principal Officer of the Association and shall oversee and supervise all of the business and affairs of the Association.

120.2(b) The Vice-President shall perform the duties of the President in his/her absence, or his/her inability or refusal to act, or other duties as delegated by the President.

120.3 Manager(s) or Managing Agent, collectively, "Manager":

120.3(a) A manager may be hired by the Board who shall report to and be evaluated by the President except in situations described in 120.2(b) above.

120.3(b) The manager shall stand in lieu of the Board when the Board is not in session.

120.3(c) With authorization from the Board, the manager may employ an assistant manager, who shall report directly to the manager.

120.3(d) The manager shall have the authority to employ intermittent labor or outside vendors to address the needs of the park.

120.4 Committees:

120.4(a) Committees are established or dissolved by the Board or its President, the latter of whom, per Regulation, shall appoint the chairperson(s).

120.4(b) The President shall govern committees insofar as their charges, reporting requirements, and composition.

120.4(c) Being advisory bodies only, neither the committees nor their chairpersons have authority to direct any Board employee or any Association member.

120.4(d) The manager or assistant manager (or managing agent) shall oversee all labor or work projects performed by a committee or its members.

120.5 Other positions and employees may be added by the Board to perform activities or assume responsibilities not related to the office of the manager. Such employees will report directly to the President, or the President may delegate direct supervision to another Board officer.

POLICY 125: CORRESPONDENCE/COMMUNICATIONS

*(Adopted. . . .)*



## BOARD POLICIES 500-599: FINANCIAL

### POLICY 505: ASSESSMENTS

*(Adopted 8/10/2013)*

- 505.1 Assessments Defined: The term “assessment” is to be considered all-inclusive; that is it incorporates: normal assessments adopted annually by the Board as a function of the budgetary process; special assessments; utilities which include water, electric and cable; fines and/or penalties; late fees; and interest.

### POLICY 510: LAND CONTRACTS

*(Adopted 8/10/2013)*

- 510.1 Introduction: Normally, property sales at SRVR are consummated via the traditional method of a mortgage. During the sale process, SRVR is notified by the title company and begins billing for assessments and utilities to the new owner immediately upon closing. However, land contracts are often less precise. The following procedures are therefore adopted by the SRVR Board of Directors (“Board”) to ensure uniformity of action regarding billing obligations and voting rights.
- 510.2 Recorded Sale: Regulation VI, Rule 2F is controlling: “If recorded, and reported to SRVR, a purchaser of property and/or a recreational unit (as defined in Article IX, Section 1 of the bylaws), from an owner by means of a land contract shall have the right to vote in general Association elections, and is responsible for payments of assessments and utilities. . .”
- 510.2(a) The buyer has all the rights and privileges to the enjoyment of his/her property as if the sale were traditional.
- 510.2(b) If the terms of the sale in any way modify the buyer’s rights and privileges to the enjoyment of his/her property, it is the obligation of the parties to provide verifiable evidence in writing (such as a copy of the land contract) to the Board.
- 510.2(c) Should the purchaser default, the seller shall become responsible for payment of said assessments and utilities.
- 510.3 Non-recorded Sale: If the sale is not recorded, or is not reported to the SRVR Board in writing, the seller shall remain responsible for all relevant obligations, financial and otherwise, as if there were no sale.
- 510.3(a) In the case of a non-recorded sale, the seller shall retain voting rights.
- 510.3(b) In the case of default by the buyer, the seller is obligated to inform the Board of same in writing, at which time the seller will assume all obligations and responsibilities as held prior to the sale.
- 510.4 Requests for Information: The Board recognizes that the seller has an interest in maintaining and protecting his or her investment.

- 510.4(a) Upon written request by the seller, the Board will share such information as delinquencies, liens, SIP filings, etc.
- 510.4(b) The Board is under no obligation to honor “blanket requests” for such information, it being understood that each such request by the seller is for a specified period up to the date of the request.
- 510.4(c) The Board will assume no responsibility or liability for failure to notify or inform the seller of any issue arising from the actions or inactions of the buyer.

## **BOARD POLICIES 700-799: ELECTIONS**

### POLICY 705: ELECTION PROTOCOL

*(Adopted 9/01/2007)*

#### 705.1 Election Overview

- 705.1(a) All issues to be decided by the general Association membership shall be by ballot.
- 705.1(b) The Board shall cause ballots to be prepared which explain the purpose(s) of the election and the method of voting. Ballots shall be sent via US mail, postage pre-paid, to all Association members, one ballot per each lot owned or mortgaged, no less than two weeks prior to the voting deadline. Included in the mailing shall be a pre-addressed stamped envelope with which to return the completed ballots. Ballots will not be opened or counted if received later than the deadline established by the Board.
- 705.1(c) All ballots received on or before the stated deadline established by SRVR are to be opened and tallied concurrently by no less than two members of the Board (who are not candidates if a Board member election), appointed by the President for such purpose. Association members may be present to observe the tally.
- 705.1(d) A tied vote on a “yes” or “no” ballot proposal shall be considered to have failed.
- 705.1(e) The Secretary of the Board shall retain all ballots and the final tally for no less than one year following the election.

#### 705.2 Board Member Elections:

- 705.2(a) At least one month immediately preceding the annual election, the presiding officer of the Board shall ask for nominations to fill expiring Board seats, or unfinished terms of office previously filled by Board appointment, or as the result of resignation. Candidates may nominate themselves, or be nominated by others. Each nomination shall include a letter listing the candidate’s qualifications. If the candidate is nominated by another owner, the candidate must sign the nomination form indicating his/her willingness to serve on the Board. All qualified Association members, so nominated, shall be considered candidates.
- 705.2(b) Candidates shall be listed on the ballot in alphabetical order by last name with a space or box in which to vote clearly evident.
- 705.2(c) For purposes of Board member elections only, regardless of whether Association members representing a quorum or majority of sites cast ballots, the

candidate(s) receiving the most votes for the available seat(s) shall be declared elected. In the event of a tie between two or more candidates for which one or more vacancies on the Board is thereby undetermined, the Board shall prepare a ballot listing the tied candidates for the seat(s) in question prior to the annual meeting. Ballots shall be distributed at the annual meeting to each owner in attendance, one ballot per site owned. Votes received shall then be tallied, and the result(s) announced at the annual meeting.

705.3 Invalidity of Votes: A vote or ballot shall be declared invalid under the following circumstances:

705.3(a) It is determined that the voter is not an owner or mortgagee.

705.3(b) The voter is delinquent in paying his or her assessment(s).

705.3(c) The ballot is not returned in the pre-addressed stamped envelope provided by SRVR.

705.3(d) The voter has selected more candidates (but not equal to or fewer) than the number of open Board seats (if a Board member election), or the voter has selected both sides of an issue.

705.3(e) Should all the above criteria be met, the ballot shall be declared valid if the intent of the voter is clearly evident to a reasonable person (*e.g.*, circling a name or “yes” or “no,” or double checking or “X-ing,” etc., shall be considered valid as one vote).

705.3(f) The decision of the Board as to the validity of any single contested or questioned ballot shall be final and binding.

**BOARD POLICIES 800-899: PERSONNEL**

**BOARD POLICIES 900-999: MISCELLANEOUS**