

FOUNTAIN HILLS COMMUNITY ASSOCIATION, INC.

TERMS OF REFERENCE LANDSCAPING COMMITTEE

2002

WHEREAS, Article VII, Sections 1. And 2. of the BY-LAWS for the Fountain Hills Community Association, Inc. (Association) provides that the Board of Directors (Board) shall have certain powers and duties necessary for the administration of the affairs of the Association, and

WHEREAS, Article XI of the BY-LAWS for the Association provides that the Association may appoint an Architectural Review Committee, and...other Committees as deemed appropriate in carrying out its purposes, and

WHEREAS, to better carry out such purposes, the Board of Directors deems it necessary to establish a committee to advise and assist the Board with respect to the maintenance and improvement of the landscaping within the common areas of the community.

NOW, THEREFORE, BE IT RESOLVED THAT: the following terms of reference be adopted for a Landscaping Committee:

I. *Purpose:*

The primary responsibilities of the Landscaping Committee (hereinafter Committee) are as follows:

- A. To assist the Board in developing the standards for the maintenance of existing grounds and landscaping within the community;
- B. To assist the Board of Directors in the development of a plan for improvements of the common area landscaping;
- C. To assist the Board of Directors and Management Agent in monitoring the performance of contractors and vendors retained for the maintenance and improvement of the grounds and landscaping.

II. *Organization:*

A. Membership:

- 1. Members of the Committee may be homeowners or residents, appointed by the Board of Directors.
- 2. Number or Members.
 - a. The Board of Directors will endeavor to appoint an Committee comprising a number of at least three (3) homeowners or residents of the Association.

- b. Total membership shall not exceed nine (9) without approval of the Board of Directors.

3. All members of the Committee are appointed by, and will serve at the pleasure of the Board of Directors.
4. If fewer than three (3) homeowners or residents are willing to serve on the Committee , the Board will perform all functions and duties of the Committee.
5. A member of the Board of Directors shall be appointed as a liaison to the Committee and to provide updates of the Committee activities, if necessary, beyond the Committee's monthly written report.
6. Chairperson:
 - a. A Chairperson shall be a homeowner appointed by the President, subject to the approval of the entire Board of Directors, and serve a one year term. Functions of the Chairperson include:
 - (1) To coordinate and supervise the Committee activities and meetings to assure that committee responsibilities are met;
 - (2) Encourage and support participation by all Committee members, and ensure that such persons are kept advised of Committee activities;
 - (3) Prepare written Committee reports for submission to the Board of Directors via the Management Agent, no later than seven (7) days prior to each Board meeting;
 - (4) Insure that all members of the Committee are familiar with its terms of reference; and
 - (5) Attend all Board meetings *in an advisory capacity* concerning Committee-proposed motions.
 - (6) Vacancies: The Chairperson shall serve at the discretion of the President. The membership of the Committee may vote to recommend to the President the removal of the Chairperson with or without cause. Vacancies created by removal, death, or by resignation of the Chairperson, shall be filled by an acting Chairperson selected by the Committee membership until an appointment is made by the President.
7. Secretary:
 - a. The Chairperson shall designate a Secretary from among the members of the Committee, subject to approval of the Committee. The Secretary shall be responsible for keeping the Committee membership roster, recording minutes of all Committee meetings and, in general, maintaining written documentation on Committee decisions and activities.

III. Meetings:

- A. The Committee shall meet at least bi-monthly throughout each calendar year or may otherwise convene if seventy two (72) hours notice has been given to the membership of the Association.
- B. All meetings of the Committee shall be open to attendance by members of the Association; non-committee members may participate, but not vote, at Committee meetings, at the discretion of the Chairperson.
- 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 seven (7) days in advance of each meeting.
- D. Quorum. Forty percent (40%) 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.

IV. 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 be removed from the committee for failure to attend three consecutive committee meetings or failure to attend four committee meetings, including any special purpose meetings, during any twelve (12) month period.
- C. A member of the Committee will be deemed to be automatically removed from the committee if, at any time, the member is in violation of any covenant or rule of the Association.
- D. A member of the Committee may be removed from the committee at any time at the sole discretion of the Board of Directors.

V. Reporting:

- A. The Committee shall keep minutes of all meetings and shall provide a copy of all minutes to the Board of Directors at or before each monthly Board of Directors meeting.
- B. The Chairperson of the Committee shall attend all meetings of the Board of Directors and present an oral report of the committee's activities during the preceding month. The Chairperson may, if otherwise unavailable, appoint another member of the Committee to attend a monthly Board meeting to present such report.

VI. Duties

A. Grounds Maintenance:

- 1. The Committee shall assist the Board of Directors and Management Agent in the development of standards and specifications for the performance of a contractor retained

to maintain the common grounds of the Association or perform improvements to common area landscaping.

2. The Committee may, as appropriate, assist the Board of Directors and Management Agent in the evaluation of bidders for the grounds maintenance and/or landscaping contracts, including checking of references and visiting reference sites of prospective contractors.
3. The members of the Committee may, from time to time, make observations of the performance of a grounds maintenance or landscaping contractor based upon the standards and specifications in the contract and promptly report information of concern to the Management Agent for investigation and follow-up. Members of the Committee shall, at no time, attempt to direct the performance of a grounds maintenance or landscaping contractor.