

## **DORADO COUNTRY CLUB ESTATES MASTER ASSOCIATION BOARD OF DIRECTORS AND COMMITTEE CHARTER**

**PURPOSE:** The purpose of this charter is to provide specific guidance to the Board and its committees on requirements set forth in the Dorado Country Club Estates Master Association governing documents.

### **BOARD OF DIRECTORS**

**Composition:** Each of the 12 subordinate associations will appoint a director and at least one alternate to represent their community. Representation is proportional to the number of units in the represented association. All Board and committee positions are volunteer positions.

**Responsibilities:**

1. Attend meetings regularly and arrive adequately prepared.
2. Notify alternate when unable to attend.
3. Review and comply with the all governing documents.
4. Keep Sub-association residents informed of Master Association activity.
5. Examine association finances, including reviewing annual budget, out of budget expenditures, and other proposed matters before the board.
6. Put the best interests of the association before any individual's interests.
7. Treat all homeowners in a consistent, respectful and appropriate manner.
8. Disclose any potential or actual conflict of interest related to board action.

**Meetings:** Meetings of the Board of Directors are held on the 3rd Wednesday of each month except June, July, and August when the Board has the option of recessing. In order to conduct business, a quorum must be present. The proposed agenda, or a summary of the agenda, will be published on the association website after it has been distributed to the Board.

**Seating:** The Secretary will position name plates around the table so that the Directors can see each other and be seen by the President and the audience. Alternates will be given a temporary name plate. The President, Vice President, Treasurer, Secretary, and Second Vice President will be seated at the head table.

**Time and Location:** All meeting times and locations will be published on the Association website. Meetings are scheduled a year in advance and are generally on the same day of each month. Directors who cannot attend the meeting should notify the alternate to make sure their community's interests are represented. Meetings will normally not be longer than 1½ hours and a maximum of 2 hours. If the agenda cannot be completed in this time, unfinished items will be carried over to a new agenda.

**Agenda:** The President will provide a draft agenda to the Board at least 10 days prior to the scheduled meeting. The agenda will be published to the website at least five (5) days prior to the scheduled meeting. If Directors wish to add an item to the agenda, they must notify the President prior to the publication of the agenda. Board members are expected to review the agenda and other materials in their packet prior to the meeting. Once an item goes on the agenda, it will stay on future agendas under unfinished business until final resolution. Details about personnel, litigation, and contract negotiations will not be placed on the agenda.

**Conduct of Meetings:** The meetings will be conducted using Robert's Rules of Order. Each Board member will have a synopsis of the pertinent rules and motion making procedures. The chair is responsible for keeping the meeting and discussion on track. Speakers should be called out of order whenever required. No one should talk until granted permission by the chairperson. All talk should be limited to the agenda item at hand.

**Director and Resident Comments:** Directors and residents should only speak when recognized by the chairperson. Discussion will follow the rules of debate. Residents are also encouraged to share their thoughts with the Board, preferably in writing. If they attend a Board meeting and wish to speak, they must be allowed to do so. Member comments received in writing will be included in the Board Packet. Each person will be limited to three (3) minutes. Directors will not respond directly to resident comments.

**Discussion:** Discussion will take place after a motion is made and seconded. Unless there is sufficient interest to introduce a motion and second it, discussion is a waste of time and energy.

**Motions and Resolutions:** Agenda items to be voted on will be noted on the agenda. Committees will draft proposed motions or resolutions as part of the committee report to give the Board the opportunity to address them with their respective Boards before the meeting. Amendments to motions may be made during the meeting to clarify or improve the wording or to change the meaning or scope.

**Action Items:** An action item list will be used to keep track of commitments made during the meeting. It will list the action, the person responsible for it, when it is expected to be completed, and when it was actually completed. Items on the list will be reviewed during the committee reporting portion of the agenda.

## COMMITTEES

**General:** There are two types of committees: (1) standing (permanent) and (2) ad hoc (or special). The purpose and scope of standing committees will vary from time to time due to changing circumstances. Ad hoc committees may be established by majority vote to respond to a special problem or event not covered by a standing committee or officer. The minutes of the meeting that establishes the committee will indicate the purpose, name, designation, scope of authority, and start and end date. Ad hoc committees will be dissolved when their task is completed.

**Purpose:** Committees are established to assist the Board by managing certain operations, planning or researching specific tasks or issues and advising various courses of action to the Board. This includes renovation projects, proposed amendments to the governing documents and local zoning or crime issues.

**Composition:** The Vice President is an ex-officio member of all committees except the nominating committee. Each committee will have two (2) or more members depending on the needs of the committee. All committee appointments, with the exception of the nominating committee will be made by the President based on Board and Executive Committee recommendations. Committee members are not required to be a member of the Board but must be members in good standing of their community. The President will appoint a committee chair who will appoint a vice-chair. The chair will preside over all committee meetings and is responsible for coordinating all committee activities with the Board. The Board has the right to remove any member from a committee with a 2/3 majority vote.

**Meetings:** Committees will meet as determined by the chair and at least quarterly. Meetings may be virtual or face-to-face as long as at least one meeting is held semi-annually. The committee will develop its own agenda. Committees that have action items will have a representative at the monthly Board meeting. Minutes of all meetings will be forwarded to the Secretary within seven (7) days of the meeting.

**Reports:** Committees will submit reports to the Board each month whether there are pending actions or not. All committees will prepare a summary report to be included in the annual packet. The Secretary will assist with preparation of annual report as needed. Prior to requesting a Board decision, committees will present sufficient background information to allow the Board to make a decision to include: historical information, experiences of similar communities, expert opinions, positive and negative consequences of action or inaction, and survey results. Each Board meeting agenda will provide time for committee reports. (Sample committee report, page 19)

**Mandatory Committees:** Committees identified in the governing documents with the letter (M) are mandatory. Additional standing committees must be recommended by the Executive Committee and approved by the Board. The following are standing committees:

Audit (M) .....page 5  
Budget and Finance (M).....page 6  
Election.....page 7  
Executive (M).....page 8  
Landscape (M).....page 9  
Land Use .....page 10  
Nominating.....page 11  
Roads (M).....page 12  
Rules.....page 13  
Safety and Communications.....page 14

## **AUDIT COMMITTEE**

Purpose: The Audit Committee reviews the association's financial records and procedures and assists in matters related to outside audits.

Description: The Audit Committee is independent of the Treasurer and the Budget and Finance Committee. Members of the Executive Committee may not be a member of the Audit Committee. A background or knowledge of general accounting practices and procedures is desirable but not required. The Committee will meet at least quarterly.

Responsibilities:

1. The Committee will inspect all financial records at least once a year prior to the annual meeting or when requested by the Board or when there is a change in the Treasurer. The committee will use a checklist that includes but is not limited to:
  - a. That all dues have been paid and have been deposited on a timely basis.
  - b. All bills have been paid on a timely basis and that all checks written are supported by written evidence.
  - c. Examine all bank statements and ensure that bank reconciliations are completed on a timely basis.
  - d. Review internal controls
  - e. Review all tax files to ensure that all applicable returns have filed and taxes have been paid.
  - f. Review contracting procedures including currency of certificates of insurance.
2. Receive and review monthly financial reports and report any anomalies or discrepancies to the Board.
3. In conjunction with the Treasurer, coordinate activities related to the outside audit.
4. Report findings of any discrepancies or anomalies to the Board as soon as practical.

## **BUDGET AND FINANCE COMMITTEE**

**Description:** Oversees the financial health of the Dorado Country Club Estates Master Association. The committee includes the Treasurer and at least three (3) other members, at least one of whom must be a Director. A general budget or financial background is desirable but not required. One member will be designated as the insurance representative. The committee will meet monthly. The meetings may be virtual; however, at least quarterly meetings will be face to face.

### **Responsibilities:**

1. Develop the preliminary budget, and obtain Board input in an open forum at least one month prior to presentation of the budget to the Board for approval.
2. Review previous financial reports to determine budget requirements.
3. Monitor the implementation of the annual budget.
4. Review insurance policy annually to ensure that the association is adequately covered by a carrier suited to meeting the association's needs. Review will include assessment of replacement costs, required levels of protection against theft based on projected maximum risk.
5. Coordinate with committees to develop reserve funding schedule and review annually to include: projected future costs for infrastructure replacement, maintenance, repair or upgrade.
6. Make recommendations regarding annual assessments and notify the Board of any need to increase dues no later than October of every year.
7. Coordinate with Treasurer and Audit Committee to implement results of audit findings within 30 days after the recommendations have been issued and report to the Board any problems in doing this in a timely manner.
8. In collaboration with the Treasurer, develop, and document strategies to invest association funds. All such strategies will be document in the minutes of the meeting.
9. Monitor investments quarterly and make recommendations for investment of operating and reserve funds.
10. Advise the Board on the short and long term impact of "out of budget" expenses.

## **ELECTION COMMITTEE**

**Description:** Oversees the election process at annual and special meetings. The committee will include a monitor selected at random to monitor the election.

**Responsibilities:**

1. Review current procedures to ensure compliance with state statutes.
2. Verify eligibility of voting Directors and alternates and number of units represented by each.
3. Prepare the ballot to include accommodation of write-in candidates.
4. Maintain an accurate record of Directors voting in each election.
5. Seal all ballots and other election materials and keep as a permanent record of the election.
6. Certify that the vote tally is correct and solicit challenges to the election prior to announcing election results.
7. Coordinate the voting process for other issues brought before the Board for a vote.

## **EXECUTIVE COMMITTEE**

**Description:** Advises and assists the President and the Board and is composed of the President, Vice President, Treasurer, and Secretary. The President may temporarily appoint additional members as necessary. The President, or Vice President in the absence of the President, will preside over all meetings and may call for a meeting at any time. The committee may act for the Board between regularly scheduled Board meetings on routine business including obtaining legal counsel. All actions of the committee will be reported to the Board.

### **Responsibilities:**

1. Review Board proceedings for effectiveness and identify potential areas of conflict or concern to the Board or the community.
2. Provide vision and guidance to the Board.
3. Review community short and long term goals and make recommendations to the Board.
4. Anticipate future needs of the community.
5. Monitor committee effectiveness and provide guidance as needed.
6. Make recommendations on committee membership.



## LANDSCAPE COMMITTEE

**Description:** Oversees and manages common area maintenance and landscaping to preserve and enhance the value of the community.

**Responsibilities:**

1. Inspect the common areas for landscape, lighting, structural, safety, environmental, and other deficiencies.
2. Recommend improvements to the landscape and general appearance of the common areas.
3. Make periodic visual inspections of all sub-associations within the community at least once a quarter to identify potential problems.
4. Research and recommend short and long range landscape maintenance and improvement projects that will enhance the appearance of the community.
5. Evaluate formal bids, and makes recommendations.
6. Monitor the contractor's performance to ensure that the contract is being filled.
7. Work with horticultural experts to develop long-range vegetation management plan.
8. Work with Budget and Finance Committee to develop reserve funding schedule.

## LAND USE COMMITTEE

**Description:** Oversee current issues and zoning concerning DCCE.

**Responsibilities:**

1. Liaison between the city or other communities or businesses on zoning, development or other changes that significantly impact the community such as: housing, roads, hospitals, group homes, etc.
2. Interface with the Dorado Golf Course on development or other issues.
3. Coordinate with sub associations on proposed changes that could potentially affect the broader community.
4. Monitor Rose Hill Wash for impact on community.
5. Maintain a map of Dorado Country Club Estates showing roads, boundaries of neighborhoods, Master Association, Washes, golf course, and other geographical areas.
6. Make recommendations regarding long term impact of proposed structural and infrastructure changes.

## **NOMINATING COMMITTEE**

**Description:** Recruits, interviews, and selects a slate of nominees for officer positions. The committee will have at least five (5) members. Members will be selected from the community. At least one member will be a Director. The chair will be elected by the committee members. Committee members will be approved by the board. Meeting frequency will be as required and at least once prior to presenting a slate to the board.

### **Responsibilities:**

1. Advertise by letter or email and website that nominations are being accepted at least 60 days prior to the election.
2. Confer with sub-association Presidents to ensure that nominees are members in good standing.
3. Meet with each nominee to review duties associated with the position for which nominated and obtain consent of each nominee.
4. Prepare a slate of recommended nominees and publish a brief biography (100 words or less) at least 30 days prior to the annual election.
5. Develop and recommend officer and committee recruiting strategies.
6. Perform other related duties as requested by the Board.
7. Coordinate with the election committee on ballot preparation.

## **ROADS COMMITTEE**

**Description:** Provides oversight and makes recommendations regarding maintenance of Master Association Streets and determines short and long term repair needs.

**Responsibilities:**

1. Conduct periodic (at least twice a year) inspections of roads including drainage, erosion, safety, etc. and report findings to the Board.
2. Make recommendations regarding the need, timing, type, and cost of maintenance, improvements or repairs.
3. Make safety recommendations regarding use of signage, reflectors, and physical barriers, or changes to the road system.
4. Coordinate with sub-associations on road related matters.
5. Assist in preparation of the annual budget and reserve funding process.
6. Coordinate with the public road and utility departments on matters that involve easement or public-private road interface.
7. Oversee all road-related contracts.
8. Prepare a status of roads report for the annual meeting packet.

## **RULES COMMITTEE**

**Purpose:** Reviews association, state, local and federal statues, rules, policies, and procedures, and regulations and makes recommendations.

**Responsibilities:**

1. Ensure that Board and committee activities comply with governing documents by periodically reviewing their procedures and timelines.
2. Facilitate, formulate and recommend changes to existing CC&R and bylaws, and charters as needed.
3. Review legislative changes for impact on current policies and procedures.
4. Present recommendations for changes to the Board.

## **SAFETY AND COMMUNICATION COMMITTEE**

**Description:** Promotes initiatives to enhance community safety and security and establishes and maintains primary and secondary communication links between the Board and the community.

### **Responsibilities:**

#### **Safety**

1. Recommend security measures.
2. Host community forums.
3. Keep community informed of immediate and potential safety problems.
4. Implement a system to notify residents of a potential threat to security.
5. Provide tips and other information to help residents reduce the chances of becoming a crime victim.
6. Maintain a relationship with Tucson Police Department.
7. Maintain a relationship with the local elected officials.
8. Track statistics in the local area as well as in the DCCE.

#### **Communications**

1. Keep the community informed of Board activity.
2. Develop and maintain the association website.
3. Identify gaps in communication and ways of bridging the gaps.
4. Protect community email and other sensitive information.
5. Determine effectiveness of communication.
6. Work with budget and finance committee to develop annual budget requirements.

Sample Agenda

**Dorado Country Club Estates Master Association**  
Board of Director's Meeting  
Northeast Ward 2 Council Office  
7575 E. Speedway Blvd  
Tucson, AZ

**AGENDA**

- a. **Call to Order**
  - a. Introduction of any new members and guests
  - b. Determination of a Quorum
- b. **Executive Committee Report**
- c. **Approval of Minutes** of previous meeting
- d. **Acceptance of Treasurer's Report** for previous month
- e. **Committee Reports**
- f. **Unfinished Business**
- g. **New Business**
- h. **Confirm next meeting**
- i. **Adjourn**

Sample Minutes

Dorado Country Club Estates Master Association  
 Board of Directors Meeting  
 Northeast Ward 2 Council Office  
 7575 E. Speedway Blvd  
 Tucson, AZ

**DATE:**

**CALL TO ORDER:**

OFFICER	NAME	STATUS
President		
Vice President		
Secretary		
Treasurer		

	DIRECTOR	STATUS	PRESIDENT	STATUS
Village A (1 & 16)				
Assoc 2 (6, 7, 18, 19, 40)				
Assoc 3 (8, 11, 32)				
Block 3				
Block 4				
Block 5				
Blocks 9 & 10				
Block 14				
Block 17				
Block 50				
Block 60				
Block 70				

\* = Alternate Director

**MINUTES TAKEN BY:**

**ESTABLISHMENT OF QUORUM:**

**INTRODUCTION OF GUESTS AND NEW MEMBERS:**

**PRESIDENT'S REPORT:**



**APPROVAL OF MINUTES**

MOTION:

**TREASURER'S REPORT**

MOTION:

**COMMITTEE REPORTS**

**UNFINISHED BUSINESS**

**NEW BUSINESS:**

**NEXT MEETING:**

**ADJOURNMENT:**

MOTION:

*Sample Committee Report*

**DORADO COUNTRY CLUB ESTATES  
NAME OF COMMITTEE  
DATE OF REPORT**

**Chair:** \_\_\_\_\_

**Members:** \_\_\_\_\_  
\_\_\_\_\_

**UNFNISHED ITEMS**

- 1) Topic:**
  - A) Status:
  - B) If update, what has changed since the last update was provided:
  - C) Expenditure amount required:
  - D) Next steps:
  - E) Board action that is needed:
  
- 2) Topic:**
  - A) Status:
  - B) If update, what has changed since the last update was provided:
  - C) Expenditure amount required:
  - D) Next steps:
  - E) Board action that is needed:
  
- 3) Topic:**
  - A) Status:
  - B) If update, what has changed since the last update was provided:
  - C) Expenditure amount required:
  - D) Next steps:
  - E) Board action that is needed:

**NEW BUSINESS ITEMS**

- A) Topic:**
  - 1) Issue/Problem requiring committee involvement:
  - 2) Next steps:
  - 3) Expenditure amount required:
  - 4) Board action that is needed:
  
- B) Topic:**
  - 1) Issue/Problem requiring committee involvement:
  - 2) Next steps:
  - 3) Expenditure amount required:
  - 4) Board action that is needed:
  
- C) Attached is the Charter with a section on Director responsibilities. Does not really say anything. Also, below is intro to include with Draft to the Board.**