

**GREENFIELD VILLAGE  
RV RESORT ASSOCIATION, INC.  
MESA, ARIZONA**

**RESORT GOVERNANCE**

**ADOPTED 2/12/97**

**REVISED 11/18/20**

## **TABLE OF CONTENTS**

### **OBJECTIVES AND FUNCTIONS**

<b>Protocol and Conduct of Directors</b>	<b>1</b>
<b>Limitations and Delegation</b>	<b>1</b>
<b>Policy Development, Implementation, and Distribution</b>	<b>2</b>
<b>Committees</b>	<b>2</b>
<b>Directors' Meetings</b>	<b>3</b>

### **RELATIONSHIPS**

<b>Board Delegations to the General Manager</b>	<b>4</b>
<b>General Manager Limitations</b>	<b>5</b>
<b>Monitoring Management Performance</b>	<b>5</b>
<b>Assessment of the General Manager</b>	<b>6</b>

### **APPENDICES**

<b>Appendix A – Code of Ethical Conduct</b>	
<b>Appendix B – Greenfield Board and Operational Structure</b>	

# GREENFIELD VILLAGE RV RESORT ASSOCIATION RESORT GOVERNANCE

## OBJECTIVES AND FUNCTIONS

A Board of Directors' most basic duties are to protect, preserve, and maintain the HOA property. Hence, in that role, our Board of Directors develops and implements policy to follow that directive and the Mission of the Greenfield Village RV Resort Association in an ethical and prudent manner.

### Protocol and Conduct of Directors

The Board of Directors shall assure all homeowners, by both example and action, that the affairs of the Association are conducted in the highest moral and ethical manner.. To do this through a public and effective process, each person seeking election to the Board of Directors shall provide written assurance indicating full support of the Code of Ethical Conduct prior to becoming a nominee. Thereafter, each newly-elected and current Board member shall annually sign (reaffirm) support of the Code of Ethical Conduct at the first official meeting of the newly-elected Board. If an elected Board member does not sign the Code of Ethical Conduct, that position shall become vacant. (See Code of Ethical Conduct, Appendix A, attached and in Administration Information and Forms Binder)

If an elected Board member violates the Code of Ethical Conduct, the Board of Directors may seek injunctive relief against that director, who will then pay attorney fees incurred by the Board if such enforcement effort is initiated. The Board shall be relieved of posting bond as a condition to this injunctive remedy.

The Board will function as a whole. All members of the Board must be privy to all discussions and deliberations of the Board. Therefore, a director will not have, nor participate with others in having, private meetings with other members of the Board in which business of the Board is discussed. If such meetings occur, there can be an item of censure moved at the Board meeting by an aggrieved Board member or requested by the chairperson.

The Board will speak through its chairperson and its written policies. No member of the Board will have greater powers than another member. A director will, at all times subsequent to a vote, support the decisions of the majority of the Board regardless of the position that director has taken at the time of the vote.

### Limitations and Delegation

The Board's contributions are unique as to its 1) *representative role* with homeowners, 2) *governance role* for the Association, and 3) *guidance role* with management. Specific responsibilities of the Board shall be

- to maintain a link between the Association and management;
- to assure a high standard of staff performance and service through evaluation of the General Manager; and

- to develop governing policies which address:
- interests of the Association;
- limitations on management authority; and
- monitoring of policies and their implementation by management.

### **Policy Development, Implementation, and Distribution**

The Association recognizes that the Board's authority is generally confined to establishing policies. Implementation of Board policies and the creation of subsidiary policies to handle the day-to-day administration of the Resort are assigned to, and become responsibilities of, the General Manager with limitations clearly understood. After review of such procedures, the Board will establish criteria for monitoring each policy; the Board will determine if policy objectives are attained but will not monitor the procedures to achieve such attainment.

Delegation of such responsibilities by the Board does not transfer or relieve liability or responsibility from the Board. (See Organization Chart, Appendix B, attached and in Administration Information and Forms Binder)

The Association requires that Board policies be written. Such written records state positions coinciding with general interests of the homeowners and are not self-serving for any special interest.

The Board policies shall specify that Greenfield Village RV Resort shall be maintained as a premier facility for the general benefit of the homeowners. To that end, management shall arrange and assure that:

- the Common Area landscaping and all open spaces will be maintained in a premier condition;
- the recreational facilities will be maintained at a level of cleanliness and safety consistent with a premier facility. Safety will be a primary consideration; and
- the homeowners shall maintain their grounds and structures in a premier condition consistent with the Architectural/Landscaping Design Regulations.

The policies of the Association as determined by the Board of Directors will be recorded in the minutes of the Board meetings. The Board president will convey each policy and interpretation to the General Manager in writing. (See Policy and Procedure Manual)

### **Committees**

Association committees serve a vital function. They provide an opportunity for Association members to serve their community in specialized areas. Committees serve to aid the Board of Directors in governing the Association and the General Manager in operating the Association.

Committees typically address a major ongoing area of concern or take on the study of larger or complicated issues. They operate less formally than boards in that they generally don't take minutes or abide by parliamentary procedure. And, they are great recruiting venues for director candidates.

1. Committees are:
  - Standing , known in Greenfield Village as Advisory and Processing, and
  - Temporary, *ad hoc*.  
(See Board and Operational Structure, Appendix B, attached and in Administration Information and Forms Binder; see Terms of Reference in Administration Information and Forms Binder)
2. Committees report to the Board of Directors (Advisory and select *ad hoc*) or to the General Manager (Processing and select *ad hoc*).
3. Committee member appointments and removals are conducted at Open Board of Director meetings. Committees and committee members serve at the discretion of the Board of Directors (Advisory) or the General Manager (Processing).
4. Committee member service is not perpetual; service will conform to the Code of Ethical Conduct. (See Appendix A, attached and in Administration Information and Forms Binder)
5. Committees serve as directed by charters adopted by Board of Directors. (See Terms of Reference in the Policy and Procedure Manual) Members will not use the appointment to serve special or personal interests.
6. Board directors serve as liaisons between Committees and the Board of Directors.
7. Committees make recommendations and are not authorized to instruct management.
8. Committees make written reports to the homeowners at the Annual Meeting.
9. Committee members are volunteers and do not replace legal, engineering, or construction advice.

### **Directors' Meetings**

Corporate Bylaw 4.7 states rules of notice for Open Board of Directors meetings, workshops, special meetings, closed (executive) meetings, and emergency meetings. All such meetings, except closed (executive) meetings, are open to members of the Association. Members may not participate in any deliberation or discussion during the Open Board of Directors meeting unless member has previously signed up to speak to a particular agenda item and time limitations permit. The member is permitted to speak once after the Board has discussed that item and before the Board takes formal action on that item.

The Board of Directors may hold workshops as needed to coordinate Association business to be discussed and enacted at the monthly Open Board of Directors meetings. A notice of date, time, location, and possible topics of discussion for workshops may be posted 72 hours prior to the meeting.

Workshops are open to members. The chair may allow a member (or representative) to speak once to a topic under discussion in the workshop, subject to such reasonable time restrictions as the chair may impose.

The Board may adjourn Open Board of Directors meetings to closed (executive) meetings after announcing the general purpose and limited topics of said meeting. Any director of the Board may call for a closed meeting. The Board may vote only on specific matters in said meeting.

- Legal advice from an attorney for the Board or the Association. On final resolution of any matter for which the Board received legal advice or that concerned pending or contemplated litigation, the Board may disclose information about that matter in the following open meeting except for matters that are required to remain confidential by the terms of a settlement agreement or judgment.
- Pending or contemplated litigation.
- Personal, health, and financial information about an individual member of the Association, an individual employee of the Association, or an individual employee of a contractor for the Association.
- Matters relating to the job performance of, compensation of, health records of, or specific complaints against an individual employee of the Association, or an individual employee of a contractor of the Association who works under the direction of the Association.
- Disclosures of a member's appeal of any violation cited or penalty imposed by the Association except on request of the affected member that the meeting be held in an open session.

No personal matters of the members shall be discussed or voted on in open meetings, including, but not limited to, enforcement matters. If the Board deliberates, for example, on whether to commence collections against a member, they shall vote on the subject in closed meeting only. Closed meetings are confidential, and no member of the Board shall divulge the contents of the discussion without the express approval of a majority of the Board in attendance at the meeting.

Written minutes of each closed meeting shall be taken by the Secretary and shall be maintained in a locked file and shared only with those others as may be legally required..

### **Open Forum**

Although this venue is neither an official meeting nor identified as governance, Greenfield Village Homeowners (or their designated representatives) have opportunities to keep the Board of Directors apprised of their interests and concerns by participating in Open Forum, offered at a time designated by the Board, generally prior to Open Board of Director Meetings. Open Forum continues for no longer than one half hour. No registration to speak is required, although time limitations may be placed on each Owner wishing to speak.

## **RELATIONSHIPS**

### **Board Delegations to the General Manager**

The Board of Directors recognizes and supports its primary responsibility to establish basic policies within the constraints of governing documents and, thereafter, delegates all authority and accountability to implement Board policies to the General Manager. Further delegation of authority to staff is handled by and through the General Manager. (See Organization Chart, Appendix B, attached and in Administration Information and Forms Binder)

The General Manager shall perform responsibilities in sufficient manner to meet high standards of business ethics, following requirements established by regulatory bodies and within explicit Board constraints on executive authority. The General Manager shall inform the Board if it is deemed reasonable or necessary to temporarily violate a Board policy.

### **General Manager Limitations**

Staff Relationships General Manager will recruit and maintain qualified employees and volunteer persons without engaging in discrimination nor subjecting staff to unsafe or unhealthy conditions.

Compensation and Benefits General Manager will arrange appropriate compensation within the annual budget to employees, consultants, and contract workers.

Financial Planning and Budgeting General Manager will maintain a healthy financial condition of the Association, avoiding projected and current jeopardy of the Association's fiscal integrity.

Asset Protection General Manager will provide strict stewardship of all assets beyond those risks necessary in the usual course of Association business.

Expenditures General Manager will obtain approval by the Board of Directors for expenditures of \$5,000 or more for single item or project funded by the Replacement and Repair Reserve or Operating Funds.

Communication to the Board General Manager will keep Board of Directors informed of all pertinent issues through ongoing communication.

### **Monitoring Management Performance**

Monitoring by the Board of Directors will be scheduled and routine to pursue the degree to which the Resort's Mission Statement and the Board's policies are being fulfilled. Policies may be monitored through Manager's reports to Directors and homeowners, compliance information by external auditor or inspector reporting to the Board, and/or direct inspection of organization documents, activities, or circumstances, by a Director, which allows for a 'prudent person' test of compliance.

Such reports may be categorized as:

- Budget vs. Financial Condition in Operating Fund and in Replacement and Repair (Reserve) Fund
- Staff Services, e.g., Security, Activities, Administrative, Postal, Maintenance, Housekeeping
- Staff Benefits and Compensation
- Other

## **Assessment of the General Manager**

The Board of Directors will annually evaluate the performance of the General Manager by reviewing attainment of policies and general objectives as well as review of management attention to the administrative limitations set forth by the Board.

If the working agreement with the General Manager is to be terminated, affirmation by a 2/3 vote of the entire Board or a majority vote of all members of the Association is required. (See CC&Rs 11.1)

### Attachments:

Appendix A – Code of Ethical Conduct

Appendix B – Board and Operational Structure

Revised 11/18/20



**BOARD OF DIRECTORS CODE OF ETHICAL CONDUCT**

Greenfield Village RV Resort Association has a Board of Directors dedicated to earn and maintain the respect, trust, and confidence of the Association membership. The elected Board of Directors shall maintain a high standard of ethical conduct in developing policies reflecting the interests of the Homeowners.

To achieve this goal, each director accepts the duty to personally abide by this statement of ethical conduct and to protect this standard of conduct within and between other Board members.

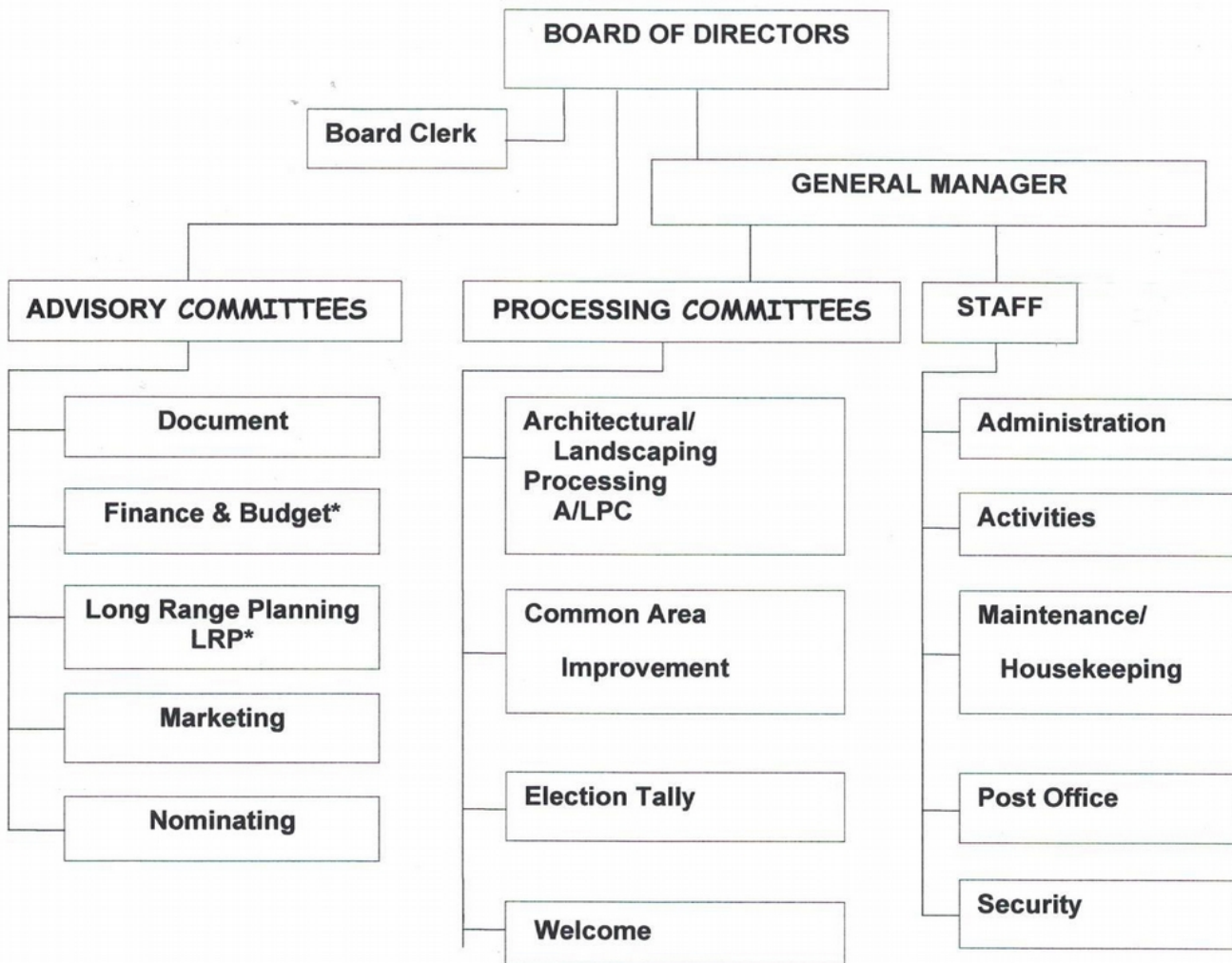
- *A Board member will* support the Greenfield Village CC&Rs, Corporate Bylaws, and all other regulations as a matter of personal example;
- *A Board member shall not* use the position as Board member for personal gain, i.e., *shall not* directly or indirectly solicit or accept any entertainment, gift, gratuity, loan, service, discount or discounted invoice, or any other item of monetary value from a person or company now having or seeking to have a business or contractual relationship with Greenfield Village RV Resort Association;
- *A Board member will* work in harmony with other Board members despite differences of opinion which may exist, and *will* honor and support duly-passed motions and decisions of the majority;
- *A Board member shall not* willingly or intentionally misrepresent nor suppress any facts to homeowners to advance a personal cause, nor influence other Homeowners to pressure other Board members to advance a personal cause;
- *A Board member will* be current with regular or special assessments when submitting nomination papers for the Greenfield Village Board of Directors, and, if elected, *will* agree to keep assessments current during the term of office;
- *A Board member or his or her agent, employee, or family member shall not* enter into a business or personal service contract with Greenfield Village without full written disclosure to the Board of such interest, involvement, or participation;
- *A Board member will* help others understand, by both word and action, that he or she has no legal authority outside of the regular or officially-called special meetings of the Board;
- *A Board member shall not* interfere with, *nor* otherwise deal with, a contractor providing a service in the Resort. All communication with contractors shall go through the Greenfield Village RV Resort-employed supervisory or administrative staff as deemed appropriate by the General Manager;

- *A Board member will* at all times in writing, speaking, or the printing of bulletins refrain from matters that defame any other member of the Board, Homeowners, or other residents of Greenfield Village RV Resort;
- *A Board member shall not* implement, nor try to implement, a contract for the Association that has not been duly authorized by the Board at a regular or called special meeting (not a closed meeting);
- *A Board member will* support management by not interfering with, nor directing any duties or assignments of, any regular staff person or regularly-assigned volunteer;
- *A Board member shall not* interfere with, intercede with, nor become involved with, management procedures;
- *A Board member will* at all times protect and *shall never* personally destroy, cause to be destroyed, or participate with others in the destruction of, any Greenfield Village records;
- *A Board member shall not* participate in any verbal or written personal attack against any other Board member, paid or volunteer staff person, Homeowner, or resident;
- *A Board member will* use language at a Board meeting considered appropriate and not considered offensive by other Board members;
- *A Board member will* protect and keep confidential any information about the personal lives of Board members, employees, and Homeowners;
- *A Board member will* dignify employed staff and volunteers; there *shall be no* attempt to harass, threaten, or otherwise control or intimidate them; and
- *A Board member will* voluntarily resign if convicted of a felony.

Any Board member who violates this Code of Ethical Conduct agrees that the Board of Directors may seek injunctive relief against that Board member and agrees to pay the attorney fees incurred by the Board if an enforcement effort is initiated. Board members also agree that the Board shall be relieved of posting bond as a condition to this injunctive remedy.

No provision of this Code of Ethical Conduct can be rescinded, altered, and/or amended without 1) the matter being on the published agenda of two regular open Board meetings, 2) a reading of the motion/change at the first of two of the sequential meetings and announcement of the scheduling of the second reading at the next regular meeting, 3) placement on the agenda of the next regularly scheduled Board meeting for a second reading, 4) reading at the second meeting and the motion made requiring a roll call vote, and 5) passage of the motion requiring a positive vote by 2/3 of the members of the Greenfield Village RV Resort Association Board of Directors.

**Greenfield Village RV Resort Association, Inc.**  
**GREENFIELD BOARD AND OPERATIONAL STRUCTURE**



**\*General Manager automatically member of Committee**

**Committees assisting Board of Directors and General Manager, e.g. Assistance Animal, Beautification, Common Area Utilization, Health & Safety, Volunteer**