

RECORD AND RETURN TO:
HUESTON MCNULTY, P.C
256 Columbia Turnpike, Ste. 207
Florham Park, New Jersey 07932

Prepared by: _____
Samuel J. McNulty, Esq.

RESOLUTION

No. ____-20

STONEBRIDGE COMMUNITY ASSOCIATION, INC. (Committee Organization Resolution)

WHEREAS, the Board of Directors for the Stonebridge Community Association, inc. ("Association") desires to implement a uniform plan for **committee organization and terms of reference**; and

WHEREAS, the By-Laws authorize the Board to create, appoint Members to and disband such Committees as shall from time to time be deemed appropriate or necessary to aid the Board in the discharge its duties, functions and powers; and

WHEREAS, the Board recognizes that a viable system of Standing and Ad Hoc Committees enables the members of the Association to contribute to the protection of homeowner equity and lifestyle of all residents within the age restricted community; and

NOW, THEREFORE, BE IT RESOLVED THAT all Standing and *ad hoc* Committees shall be established subject to the following terms of reference except where the Governing Documents provide otherwise:

I. ORGANIZATION

1. **Charter:** Each Committee shall have a Charter which sets forth its mission statement and specific duties in aid of the Board of Directors. Such mission statements and duties may be modified from time to time with the approval of the Board in order to remain current with changing circumstances and to ensure proper community management.

2. **Membership:** The Committee may be composed of up to ten (10) members, a majority of who must be resident Owners. Members shall be appointed by the Chairperson and the appointment shall, be approved by the Board and shall be ratified at an Open Board Meeting. Members shall be appointed to serve a staggered two (2) year term). The Chairperson may extend a current member's term by one (1) year to achieve the necessary staggering. The Board by a majority vote may remove members with or without cause at any time. It shall be the Board's policy that no resident shall serve on more than two committees during his or her term of appointment.

3. **Chairperson:** The President shall appoint the Chairperson who shall be approved by the Board and ratified at an Open Board Meeting. Chairpersons may serve until removed or resigned. The Board by majority vote may remove the Chairperson with or without cause at any time. There may be up to two (2) (Co)Chairpersons approved by the Board for this role.

4. **Board Liaison**: The Board may designate a Director to serve as the Board's Liaison to the Committee for purposes of oversight of the Committee's functions. The Board Liaison will provide guidance to the Committee and communicate to the Committee any Board policies affecting Committee review, studies or action items. The Board Liaison will be invited to all Committee and Subcommittee meetings, assist in removing obstacles to project success and ensure that proper processes and policies are being followed. In the event of a Chairperson resignation the Board Liaison will act as Chairperson until the Chairperson's position is filled. The Board Liaison will approve all articles for the Stonebridge Exchange publication.

5. **Secretary**: The Chairperson shall designate a recording secretary from among the members of the Committee. The recording secretary shall be responsible for producing meeting minutes in a timely fashion and maintaining and filing all the Committee's documents and data. A representative from management may also perform this task.

6. **Minutes**: A draft of the "unapproved" Minutes of each Committee meeting shall be given to the Board Liaison within 10 days after the Committee meeting. The "approved" Minutes shall be sent to the Board in a timely fashion for review at the next regularly scheduled workshop session and in accordance with the latest regulations.

7. **Subcommittees**: From time to time, and as necessary, the Committee may create *ad-hoc* subcommittees, with the approval of the Board, from among its members. Each subcommittee must have specific goals and objectives approved by the Committee and the Board. The Subcommittee Chair will report to the Chairperson.

II. OPERATION

1. **Meetings**: Meetings shall be held as often as needed to carry out assignments and responsibilities; regular monthly meetings are anticipated. A meeting may be called by the Chairperson and a majority of the members shall constitute a quorum. Subcommittees consisting of appointed members, shall meet as often as needed to complete their tasks. Only members, Board Liaison and Management representatives shall attend Committee or subcommittee meetings. Other guests may be invited to a portion of the meeting to discuss specific areas of concern after which they shall leave the meeting.

2. **Committee Function**: The Committee shall assess the needs, conditions and requirements of the tasks requested of it or assigned to it by the Board via Management. The Committee will make suggestions to Management for consideration, which include proposals, plans or program details to foster age restricted community goals and objectives. The Committee may decide to vote on certain matters. The majority of the members present shall decide the outcome of the vote. In the event of a tie, the Board Liaison shall cast the tie breaking vote.

3. **Chairperson Function:** The Chairperson will conduct meetings of the Committee and supervise its activity to ensure that the Committee's objectives are met. The Chairperson will sign and/or prepare all reports to the Board and will manage the Committee's project budget.

4. **Board Approval/Channels of Communication:** The Committee may take no direct action within the community without Board approval. The work product discussion of the Committee shall remain guarded until the consensus of the Committee is recorded in writing in the minutes approved by the Committee - All communications with the Board and all suggestions for Board action must be in memorandum form and signed off by the writer, the Committee Chairperson and the Board Liaison before being sent to the Board. No member of the Committee shall distribute correspondence, minutes, memorandum or any other reports or findings of the Committee to any resident or group of residents without Board approval. Any member violating the confidence of exchange of information may be removed from the Committee by the Board.

III. VACANCY

Vacancies will be managed in the manner prescribed in paragraphs 2, 3 and 4 of Part 1 of this document.

IV. DEFINITIONS

The term "Governing Documents" as used herein, will mean the Declaration, Certificate of Incorporation, By-Laws and Rules and

Regulations of the Association, and Resolutions of the Board, and any other instruments or documents affecting the Property and community facilities, collectively, as amended from time to time.

CERTIFICATION

I hereby certify that foregoing Resolution was duly adopted at a regular meeting of the Board of Directors of Stonebridge Community Association, Inc., held on _____, 20__.

STONEBRIDGE COMMUNITY ASSOCIATION, INC.

By: _____, Secretary

STONEBRIDGE COMMUNITY ASSOCIATION, INC.

Resolution Type: Administrative **No.**

Regarding:

Duly adopted at a meeting of the Board of Directors of
Stonebridge Community Association, Inc., held on this _____ day
of _____, 2020.

<u>Officer</u>	Vote:			
	Yes	No	Abstain	Absent
_____ Michael Berezein, Pres.	_____	_____	_____	_____
_____ Jerry Mirelli, VP	_____	_____	_____	_____
_____ Anthony Aliotta, Treasurer	_____	_____	_____	_____
_____ Richard Lasker, Secretary	_____	_____	_____	_____
_____ Elliot Spar, Director	_____	_____	_____	_____

Attest:

Richard Lasker, Secretary

Date

File:

Book of Minutes - 2020.

Book of Resolutions - 2020.

Resolution Effective: _____, 2020.

STONEBRIDGE COMMUNITY ASSOCIATION, INC.

STATE OF NEW JERSEY)
 : ss
COUNTY OF MIDDLESEX)

I certify that on the _____ day of _____, 2020, Richard Lasker personally came before me and these persons acknowledged under Oath, to my satisfaction, that:

- (a) this person is the Secretary for Stonebridge Community Association, Inc. the corporation named in this document.
- (b) This person is the attesting witness to the signing of this document by the proper corporate officer Michael Berezein who is President of the corporation.
- (c) This document was signed and delivered by the corporation as its voluntary act duly authorized by a proper resolution of its Board of Directors.
- (d) This person knows the proper seal of the corporation which was affixed to this document.
- (e) This person signed this proof to attest to the truth of these facts.
- (f) The notarization of this document was performed remotely and using communication technology.

Signed and sworn to before me on this ____ day of _____, 2020.

_____,
Samuel J. McNulty, Esq.
Attorney at Law the State of New Jersey