

PROPOSAL TO THE BOARD OF TRUSTEES

Bromley Village Association, Inc.

Standing Committees, Architectural Panel & Operating Procedures

This proposal recommends a framework within the Bylaws and Declaration without having to amend either. The framework is designed to minimize email traffic and meetings, and to produce an auditable record of Board decisions and actions. The proposal creates four standing committees — 1. Pool/Tennis, 2. Clubhouse (with a Social subcommittee), 3. Roads/Culverts, and 4. Grounds/Landscape. The day-to-day work is delegated to BPS (property manager) and Clark Simson Miller (CSM) (accounting and managing agent for billing, dues collection, and bank accounts).

Standing Committees

Four standing committees are proposed. Each is advisory and may include non-Member volunteers. Each committee has a charter element below:

Committee Structure

- Size: at least two members, including the Trustee liaison who serves as chair (or vice-chair if a non-Trustee is chair).
- Term: One year, renewable, running from the Annual Meeting in November.
- Meetings: quarterly. Additional meetings as needed
- Inspection duty: At each quarterly meeting the committee produces a written punch-list comparing what is on the ground to what BPS has reported.
- Reporting: A one-page written update from the chair to the Board before each quarterly Board meeting, including the punch-list status and any open BPS items.
- Verification authority — the committee chair or Trustee liaison signs off on completion of work orders in the committee's scope.
- Records: Chair sends meeting summaries and punch-lists to the Association Secretary to record.
- Point of Contact: Each committee deals directly with the Property Manager and takes the lead for matters within its scope. BPS should be instructed to defer member calls/complaints to the BVA point of contact for each committee.

Pool & Tennis Committee

Scope: All budget lines pertaining to pool, pool deck and furniture, pool gate and signage, tennis courts and nets, and related signage.

Responsibilities: (1) Review BPS's annual opening and closing inspections of the pool; (2) maintain a multi-year refresh plan for pool furniture and tennis equipment so replacements are planned rather than waiting for a crisis; (3) recommend pool and tennis rules and hours to the Board; (4) coordinate with BPS and pool vendors for service repairs to the pool.

Clubhouse Committee (with Social Subcommittee)

Scope: All budget lines pertaining to clubhouse building (interior and exterior), fitness center, propane and utility systems serving the clubhouse, AV equipment, kitchen, and reservations policy.

Responsibilities: (1) Walk-through with BPS twice a year; (2) maintain a five-year capital renovation schedule; (3) recommend clubhouse/fitness center use policies; (4) coordinate with BPS for the September 1st budget planning recommendations set forth in the BPS contract.

Social Subcommittee: Reports to the Clubhouse Committee. Budget line: Events (\$18,500). Plans the year's calendar (typically Thanksgiving weekend reception, holiday party, summer picnic, etc.), books any vendors needed, and operates within the social-events line.

Roads & Culverts Committee

Scope: All budget lines pertaining to association roads, parking areas, walkways, ditches, culverts, inlets, outlets and headwalls, the 2019 culvert inventory, snow removal logistics, and signage on the road network.

Responsibilities: (1) Annual spring walk-through with BPS of the road and culvert network; (2) maintain a rolling 10-year road and culvert capital plan; (3) review BPS's annual snow-removal performance and recommend any contract changes for the next season; (4) coordinate with BPS for the September 1st budget planning recommendations set forth in the BPS contract; (5) coordinate with lot owners for shared road-edge or drainage issues,

Grounds & Landscape Committee

Scope: Budget lines pertaining to playgrounds, common-area landscaping and features, sledding hill, trees, signs, dog waste stations, common entryways, common lighting, and seasonal planting.

Responsibilities: (1) Approve a seasonal scope-of-work with BPS for spring cleanup, summer maintenance, fall cleanup, and winter prep; (2) maintain a 5-year maintenance/renovation plan for playground areas and sledding hill and other exterior common areas (3) recommend usage rules for the Board to approve; (4) common-area planting and tree-cutting; (5) coordinate with BPS for the September 1st budget planning recommendations set forth in the BPS contract

How a Bill Gets Handled:

Example: A Damaged Pool Umbrella

1. The Pool & Tennis Committee logs it through the BPS work-order system.
2. The Committee obtains a quote for the work from BPS (and any other vendors) and makes a recommendation to the Board to approve at the quarterly meeting or seek fast track approval (see below).
3. The committee verifies on site that the work was actually performed and was performed correctly before the work order closes. A photo is attached to the work order.

4. The invoice is reviewed against the verified work order and budget capacity, and spending is authorized by the President/VP. Treasurer then directs CSM to pay, and track within budget.
5. If there is any outstanding issue, the committee includes the item on its punch-list and in its written quarterly update to the Board.

If the umbrella replacement is larger, e.g. a coordinated replacement of all the pool umbrellas at the end of their useful life — the committee prepares a one-page recommendation for the next Board meeting: (1) why it is needed now, (2) vendor quotes, (3) which budget line(s) are affected and whether the line has capacity, and (4) the committee's recommendation. The Board votes; the committee verifies installation; and Treasurer directs CSM to pay.

Fast Track Approval

It is proposed that the Board pass a resolution to delegate fast-track approval for spending on specific items that fall within a general budget category, under \$1,000, where the President (or VP if President is unavailable) can approve it immediately, and then the board votes to reconcile it within the budget at next board meeting. The record of the approval must be sent to the Board Secretary to be put on the agenda at the next meeting. (See Damaged Umbrella Example, #2).

September 1st BPS Budget List

The contract with BPS requires them to inform the Board by September 1st each year of common areas and facilities in need of maintenance, repairs, or improvement, to allow time for budget planning.

Each committee reviews the list and adds any additional items needing budget attention.

The Treasurer aggregates committee recommendations into the draft budget.

When an Issue Arises That Is Not in the Budget

The Bylaws provide four ways to fund an unplanned need.

1. **Reallocation Within the Existing Budget:** The Board can move funds between operating lines without an amendment to the budget, by vote or by unanimous consent without a meeting, so long as total operating expenditures do not exceed the ratified total.
2. **Emergency:** Bylaws allow the Board to "make and assess emergency expenditures in excess of an approved Budget." The President (or in absence the Vice-President) may authorize emergency action; the Board ratifies as soon as practicable.
3. **Capital Reserve Fund:** The Capital Reserve Fund is used at the discretion of the Trustees "to fund unexpected or emergency expenditures and/or shortfalls in Operating Expenses, that would not otherwise qualify as Capital Expenditures." A reserve draw should be approved by Board resolution.

4. Supplemental Budget or Special Assessment: If the item is too large for reallocation or reserve draw, the Bylaws provide for a Supplemental Budget or Special Assessment. The Board may adopt a Special Assessment at a special meeting.

Agents of the Board

Participation on the volunteer Board is not intended to be a hands-on daily job. The bylaws authorize the BVA to "[h]ire and discharge managing agents and other employees, agents and independent contractors." The BVA exercises that authority by engaging BPS for on-site property management, and CSM for billing, dues collection, and bank account administration. The Board must provide oversight, but the legwork is outsourced to the agents.

CSM — Managing Agent

The Bylaws permit the duties of assessment, billing, and collection to be delegated "to such managing agent as the Trustees of the Association may designate." The responsibilities of CSM:

- Maintenance of the Association bank accounts and signatory protocols established by the Board
- Preparation and issuance of assessment statements and dues invoices to each Unit Owner.
- Receipt and posting of dues payments and late fees, with monthly reporting to the Treasurer.
- Delinquency follow-up (first notices, late-fee assessment, lien preparation, and referral to counsel)
- Maintenance of the assessment roll and separate account for each Unit Owner
- Payment, from BVA accounts, of invoices as directed by the Treasurer, President or VP.
- Issuance of Resale Certificates
- Preparation of monthly financial statements for the Treasurer and the Board's review.

Additionally, the Association's books as maintained by CSM should be occasionally reviewed by an outside accountant for an audit.

BPS — Property Management

BPS performance must be managed and verified by the four committees. The BPS contract provides a cure process for inadequate performance by BPS. The cure process is not adversarial — it is the agreed upon dispute resolution mechanism.

Proposed Board Resolutions

1. Adopt this proposal as the operating framework of the Association, recognizing that it requires no amendment to the Declaration or Bylaws and simply organizes the Association's operations to follow the documents already in force.
2. Establish the four standing committees as described in this proposal.
3. Enable Fast Track Authority as described in this proposal.
4. Direct the Secretary to keep all records within the scope of the Secretary's responsibility in a searchable format, and to include this proposal/resolution.
5. Liz Lowy to send request to the BVA membership for volunteers to serve on the committees and on the board of trustees explaining the roles and responsibilities, in the context of this proposal.