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# WOODLANDS AT RIVENDELL

## Board of Directors GOVERNANCE Statement

### Preface

In accordance with Florida Law, the **Declaration of Protective Covenants, Conditions and Restrictions for Rivendell Community** (Deed Restrictions) was made by **Brandywine Land Company, LTD (Declarant)** and joined in by **Rivendell Community Association (RCA)** on January 15, 1996. These Deed Restrictions together with the Articles of Incorporation and Bylaws form the legal structure under which RCA operates.

These documents were created to maintain community standards, protect property values and encourage a sense of community stewardship. People living in RCA contractually agree to adhere to these codes when they purchased their home.

There is a direct correlation between the level of member involvement and the long-term success of RCA. The **Property Manager (PM)** provides specialized support for many situations, and the volunteer members, who serve as the **RCA Board of Directors (BOD)** are accountable to the members who elect them. The BOD relies on the PM and other community volunteers for support and other various management responsibilities. Members need to get involved in RCA to maintain the value of our community financially by assuring that our homes appreciate in value, but also to assure that Rivendell is a culturally vibrant community.

During the twenty plus years of their existence, these legal documents were amended a number of times; and supplemented by Standing Rules and Architectural Review Committee (ARC) guidelines.

In 2017, RCA determined that the legal documents needed to be revised to meet current standards and to remove references to the Declarant who no longer has a role in our community. A Documents Committee, composed entirely of members of RCA was tasked with reviewing legal documents and suggesting changes. These suggested revisions will be submitted for review by the RCA BOD and legal counsel before they are submitted to our membership for approval.

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In a parallel initiative, the RCA BOD has created a Board of Governance Statement and is developing a Procedural Guide, which are intended to serve as a philosophic outline of our rights, responsibilities and ethical behavior as members of the RCA. Because they are philosophical rather than legal documents, they may be revisited periodically.

Three Sub-Associations exist under the RCA. The Cottages; The Patio Homes; and The Villas. All have unique roles and responsibilities that they perform for their respective Sub-Association.

## **Rivendell Community Association Governance Statement**

### **PURPOSE OF THE RIVENDELL COMMUNITY ASSOCIATION, INC.**

RCA is organized to preserve, protect and enhance the value of our community and the individual homes therein by:

- retaining the services of a professional property management company to attend to most executive and administrative functions, and,
- taking title to, operating, administering, managing, leasing and maintaining the Community Common Areas,
- acting as a fiduciary for common community funds,
- providing services and amenities to residents, protecting property values and meeting the established expectations of RCA members.
- establishing reasonable standards for exterior maintenance and appearance,
- ensuring that the collective rights and interests of homeowners are respected and preserved.
- encouraging a sense of community, active homeowner involvement and a culture of building consensus,
- performing such other roles of governance as may be required.

### **ORGANIZATIONAL STRUCTURE OF THE RIVENDELL COMMUNITY ASSOCIATION, INC.**

The **Membership** of the Rivendell Community Association is composed of each of the owners of homes within the confines of our Community. The Board of Governors shall be members of the community elected by all the members by means of a written ballot, in accordance with the election procedures set forth in the Articles of Incorporation and Bylaws for the Rivendell Community Association.

The **Officers** of the Rivendell Community Association shall be a President, Vice-President, Treasurer, Secretary and such other Officers as may be determined by the Board.

### **Power and Duties of the Board.**

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In accordance with our Articles of Incorporation, Bylaws and Board Orders, as are enumerated elsewhere, the **Board** shall have power:

- to retain the services of a Professional Property Management Company to conduct common executive and administrative functions on behalf of the Board,
- to prepare and publish Annual Capital Investment Plans for maintenance, repair, replacement or removal of landscaping and other physical improvements as shall be required
- to enter into contracts for installation, repair, replacement and/or maintenance as may be required,
- to establish, levy and assess, and collect assessments for community expenses,
- to adopt and publish Board Orders governing the use of Community Common Area and conduct of the members and their guests,
- to appoint supervise and/or remove all officers and agents of the Community Association, and prescribe their duties,
- to call special meetings of the membership,
- to create Committees, as it deems suitable and/or necessary to achieve the purposes of the Community Association;
- to encourage and supervise volunteer assistance which may supplement the maintenance efforts of the Property Manager or maintenance contracts for common areas.

the **Board** shall have the right to:

- expect residents to know and comply with the rules and regulations of the RCA and to stay informed,
- expect members and their guests, or tenants, to meet their financial obligations to the community,
- receive respectful and honest treatment from members, their guests and tenants,
- conduct meetings in a positive and constructive atmosphere,
- receive support and constructive input from members, their guests and tenants,
- expect personal privacy at home and during leisure time in the community,

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- take advantage of educational opportunities (e.g., publications, training workshops) that are related to their responsibilities and as approved by the association.

### **Power and Duties of the Board Officers.**

In accordance with our Articles of Incorporation, Bylaws and Board Orders, as are enumerated elsewhere,

#### **All Board Officers shall:**

- honor and follow the Home Owner Association (HOA) Bylaws and Covenants; and follow and adhere to the association's governing documents and abide by all applicable laws,
- follow and adhere to Board policy and processes,
- hold any other office, or Committee Chair only with the expressed approval of the Board,
- always treat fellow Board Members, residents, suppliers and property manager in a respectful manner;
- conduct themselves in a calm and considerate manner when representing the business of the Board;
- seek balance between individual preferences and the collective rights of homeowners.
- be reasonable, flexible and open to compromise,
- work within the structure of the Board framework and not undertake individual agendas or personal campaigns.

#### **All Board Officers shall: have the responsibility to:**

- fulfill their fiduciary duties to the community and exercise discretion in a manner they reasonably believe to be in the best interests of the community,
- exercise sound business judgment and follow established management practices,
- understand the association's governing documents, become educated with respect to applicable state and local laws and manage the community association accordingly,

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- conduct business in a transparent manner when feasible and appropriate
- allow homeowners access to appropriate community records when requested.
- collect all monies due from owners and non-owner residents, while devising appropriate and reasonable arrangements to facilitate the ability of individual homeowners to meet their financial obligations to the community.
- establish committees or use other methods to obtain input from owners, guests and their tenants,
- conduct open, fair and well-publicized elections.
- make covenants, conditions and restrictions as understandable as possible, adding clarifying “lay” language or supplementary materials when drafting or revising the documents.
- provide a process residents can use to appeal decisions affecting their non-routine financial responsibilities or property right, where permitted by law and RCA’s governing documents.
- initiate foreclosure proceedings only as a measure of last resort,
- provide complete and timely disclosure of personal and financial conflicts of interest related to the actions of community leaders,
- welcome and educate new members of the community,
- encourage input from residents on issues affecting them personally and the community as a whole,
- encourage events that foster neighborliness and a sense of community.

the **Board President** shall:

- preside over all meetings of the Board;
- see that orders and resolutions of the Board are carried out,
- sign all notes, checks and all other written instruments on behalf of the Association;
- act and serve as the voice of the Board; and
- act as the liaison between the Board and legal counsel.

the **Board Vice-President** shall:

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- perform the duties of the President in her (his) absence,
- perform such other duties as the Board shall prescribe.

the **Board Secretary** shall:

- assure that the votes and minutes of all meetings are recorded and maintained
- assure that the records of the Community Association are kept and maintained
- keep and maintain the names, addresses and contact information for all members of the Association.

the **Board Treasurer** shall

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- receive and deposit in appropriate banking accounts all monies of the Association,
- disabuse such funds as directed by resolution of the Board
- sign all checks and notes, provided that they are also signed by the **President or Vice-President**
- prepare an annual budget for both routine operations as well as capital projects, for review and approval by resolution of the Board.

**Members** shall have the right to:

- receive all documents that address rules and regulations governing the community association—if not prior to purchase and settlement by a real estate agent or attorney, then upon joining the RCA and gaining access to the RCA Web Site.
- choose where to live and accept a contractual and ethical responsibility to abide by established RCA policies and meet their financial obligations to RCA.
- have a responsive and competent RCA,
- honest, fair and respectful treatment by RCA leaders and managers.

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- participate in governing the RCA by attending meetings, serving on committees and standing for election, electing their RCA leaders and to use the democratic process to determine policies,
- access appropriate association books and records,
- prudent expenditure of fees and other assessments,
- live in a community where the properties are maintained according to established standards.
- Fair treatment regarding financial and other RCA obligations.

**Members** have the responsibility to:

- read and comply with the governing documents for RCA.
- maintain their property according to established standards.
- vote in RCA elections and on other issues.
- pay association assessments and charges on time. {Contact RCA leaders or managers, if necessary, to discuss financial obligations and alternative payment arrangements.}
- ensure that those who reside on their property (e.g., tenants, relatives and friends) adhere to all rules and regulations,
- provide current contact information to RCA leaders or managers to help ensure they receive information from RCA,
- treat RCA leaders honestly and with respect.