



GOVERNING DOCUMENTS COMMITTEE CHARTER

COVENANTS, CONDITIONS AND RESTRICTIONS BYLAWS, RULES & REGULATIONS & RESOLUTIONS

The Vistoso Community Association (VCA) Board of Directors (BOD) has authorized establishment of the "Governing Documents Committee". The purpose of this Committee is to serve at the will of the BOD on all matters pertaining to the Governing Documents implementation of Vistoso Community Association (VCA). This Committee is formed as a standing Committee for the purpose of reviewing and proposing revisions to the Association's governing documents, including but not limited to the Declaration of Covenants, Conditions and Restrictions (CC&Rs), Bylaws, Rules and Regulations, Resolutions, and Architectural and Landscape Review Guidelines that support the mission, values and strategic goals of VCA and reporting those issues to the Management and BOD for review and consideration.

COMMITTEE STRUCTURE AND TERMS:

The Committee may be chaired by a BOD member or other member in good standing. A new committee chair will be appointed by the BOD each year after the Annual Meeting. The appointment of a board member as chair will continue if he/she is a member of and will end upon his/her resignation, removal from the Board of Directors, or there is a new chair appointed after the Annual Meeting. It is desirable that the committee will be comprised of an odd number of people: 3, 5, or 7 community resident volunteers and is open to anyone willing to assist or has working knowledge, background, or education in interpretation and implementation of governing documents. In the event of 3 committee members, only one BOD member can be a member of the Governing Documents Committee. If there are 5 members on the committee, it is acceptable to add an additional BOD member (6 total), however only one BOD member can vote on committee motions. If there is 7 members on the Governing Documents Committee, then it is acceptable to have 2 BOD members on the committee and vote on motions.

Each member of the Committee must be unencumbered by any conflict of interest. Members will be appointed by the BOD through a Resolution.

Appointment consideration criteria will include, but will not be limited to, relevant experience, willingness, and availability to serve, ability to get along with others, fairness, firmness, and ability to function within a team.

AUTHORITIES:

All Committee members shall serve at the will of the BOD. The BOD has the right and authority to disband and discontinue any committee or subcommittee, as well as appoint or dismiss any committee member or subcommittee member, with or without cause. The BOD may delegate any or all the authorities vested in the Board by the Governing Documents of VCA, to the Governing Documents Committee, and these authorities may change at any time in accordance with the desires of the Board.



SPECIFIC RESPONSIBILITIES:

The Governing Documents Committee specific responsibilities include:

- Perform periodic reviews of the governing documents for accuracy, and for completeness and consistency.
- Review and make recommendations to the BOD regarding inquiries and proposals for additions, amendments, or deletions of the Association CC&Rs, Bylaws, Rules and Regulations and Resolutions, whether derived from the Board of Directors, Association management, other Association Committees or any Member.
- Submit proposed changes of the Association CC&Rs, Bylaws, Rules and Regulations, and Resolutions to the Board of Directors for subsequent action.
- Respond to requests for review of other Association documents from either the Board of Directors, Association management, or other Association Committees for compliance with the governing documents.
- Request approval from the Board of Directors to engage outside persons to provide expert opinion and services as deemed necessary.
- Develop and implement a two-tiered written consent voting strategy to acquire VCA resident support to accept updates of historical CC&Rs.
- Hold and manage "Town Halls" and informational workshops to the at large community.

COMPLIANCE:

The Governing Documents Committee is not authorized to financially or legally obligate VCA in any manner (i.e., borrow money, purchase equipment or supplies, or approve such a request on behalf of the BOD) unless it has been specifically approved in the Annual Plan and Budget for the Committee or separately approved by the BOD. The

Committee shall meet monthly or as needed by the Committee for review and discussion of assigned tasks.

The BOD also has the right and authority to take actions and/or make decisions with or without involving any Committees and to take action and/or make decisions which are consistent with and/or contrary, in whole or in part, to any committee or subcommittee recommendations, should they see the need. The BOD also has the right to amend this Charter, should it be required.

APPROVED AND ACCEPTED BY: The Vistoso Community Association Board of Directors on June 29, 2023.