

200 RIVER PLACE LOFTS CONDOMINIUM ASSOCIATION

Resolution 2022 – 2: Amended Governing Documents Committee Charter

PREAMBLE

WHEREAS, Article I, Section 3(a) (Powers and Duties) of the Condominium Bylaws of the 200 River Place Lofts Condominium Association provides that the Association Board of Directors shall have all powers and duties necessary for the administration of the affairs of the Association; and

WHEREAS, in addition to the foregoing general duties imposed by these Condominium Bylaws or any further duties which may be imposed by resolution of the members of the Association or which may be set forth in these Condominium Bylaws or the Association Bylaws, the Board shall be responsible specifically for the following duties:

- (9) To establish such committees as it deems necessary, convenient or desirable and to appoint persons thereto for the purpose of implementing the administration of the Condominium and to delegate to such committees any functions or responsibilities which are not by law or the Condominium Documents required to be performed by the Board.

NOW, THEREFORE, BE IT RESOLVED THAT the Board of Directors adopts the following ***Ad Hoc Committee Charter***.

ARTICLE I – NAME

The **Governing Documents Committee** established by this charter is named according to the function that it is organized to address.

ARTICLE II – PURPOSE

The **Governing Documents Committee** shall provide relevant information, recommendations, advice and assistance to the Board of Directors in their responsibility to propose amendments to the governing documents of the 200 River Place Lofts Association, including the Articles of Incorporation, the Master Deed, the Association Bylaws, the Condominium Bylaws, and the Rules and Regulations.

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To facilitate this purpose, the **Governing Documents Committee** shall communicate proposed amendments to the community and solicit feedback, including conducting surveys and scheduling community meetings as necessary to build consensus and adequate support to approve the amended documents. The proposed amendments shall be submitted to the Board of Directors with survey results, legal advice, meeting minutes and other relevant information to support recommendations. Approval of proposed amendments by the Board of Directors and Co-owners shall be in accordance with the amendment provisions in the current governing documents.

The **Governing Documents Committee** shall be dissolved when the Amended and Restated Governing Documents are approved by Co-owners and become effective upon recording in the Office of the Wayne County Register of Deeds.

ARTICLE III – COMMITTEE

The **Governing Documents Committee** shall consist of not less than three (3) members of the community appointed by the Board of Directors, including at least one (1) Board member who shall serve as the Committee Chairperson. The appointed committee members at their discretion may recruit additional members of the community to serve on the committee. Ideally, the committee shall consist of at least five (5) members of the community to encourage participation and support from a diverse group of Co-owners. All committee members must be Co-owners of the 200 River Place Lofts Condominium Association.

ARTICLE IV – TERM LIMITS

The **Governing Documents Committee** shall serve an initial term of nine (9) months ending August 31, 2022, unless extended by the Board of Directors. An extended term of six (6) months ending February 28, 2023 may be authorized by the Board based on affirmative vote of a majority of board members, and if necessary, additional extensions may be authorized by the Board, at its discretion, or a new committee may be formed to continue the amendment and approval process, without a formal amendment to the committee charter.

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ARTICLE V – MEETINGS

The **Governing Documents Committee** shall meet twice per month or as needed to complete the amendment and approval process. Committee members shall meet in-person at a time and place of their choosing, or they may participate on Zoom. Meetings will be scheduled by the Committee Chairperson with reasonable notice. The meetings will be conducted with decorum, and minutes will be kept recording committee proceedings.

ARTICLE VI – RESPONSIBILITIES

The **Governing Documents Committee** is responsible to the Board of Directors for the following actions and deliverables:

- Develop a project plan and schedule to break major sections of the governing documents into manageable portions, and track progress against established milestones.
- Develop community surveys to address major sections of the governing documents including multiple choice questions and alternative approaches to determine community preferences for governing our community. Submit proposed surveys to the Board of Directors for review and approval. With Highlander’s support, circulate the surveys to the community and encourage participation. Report survey results to the Board of Directors with proposed amendments to the governing documents.
- Develop a list of legal issues to be reviewed by the Board of Directors and the Association legal counsel. Consider alternative approaches and point / counterpoint analysis of key issues to minimize potential litigation costs and risk to the community. For context, compare proposed documents to those in effect in similar condominium communities. Report recommendations from legal counsel to the Board of Directors with proposed amendments to the governing documents.

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- Consolidate proposed amendments from community surveys and legal counsel into Amended and Restated Governing Documents. Review documents with the Board of Directors and request approval.
- Provide a comparison document summarizing key changes, additions and subtractions from the current governing documents.
- Draft a cover letter to the community on behalf of the Board summarizing key points in the Amended and Restated Governing Documents, including changes from the first draft circulated in July 2021.
- Provide minutes of committee meetings to the Board of Directors with a monthly progress report.

ARTICLE VII – FIDUCIARY RESPONSIBILITY

Governing Documents Committee members acknowledge their fiduciary responsibility to act in the best interest of the Association as a whole. Committee members shall not elevate their personal interests above those of the Community.

ARTICLE VIII – COMMITTEE AUTHORITY AND COMMUNICATIONS

The **Governing Documents Committee** is empowered to communicate with Co-owners and solicit feedback regarding proposed amendments to the governing documents; and submit proposed amendments to the Board of Directors for review and approval; and assist the Board of Directors to schedule a vote and encourage approval of the Amended and Restated Governing Documents; but the committee has no authority to approve the proposed amendments or amended documents.

ARTICLE IX – RECORDS

The **Governing Documents Committee** shall maintain records of all actions, including minutes of all meetings. The record of actions shall include the name of the committee member, the time and date, and the action taken.

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This resolution is effective on the date of its adoption.


Adopted this 23rd day of August 2022

DocuSigned by:

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 President signature

ATTEST

DocuSigned by:

BC2399D4B0E048F...

 Secretary signature

RESOLUTION ACTION RECORD

Resolution Type: Ad Hoc Committee **No.** 2022-2

Subject: Amended Governing Documents Committee Charter

This amended committee charter is duly adopted and recorded at the Board of Directors meeting scheduled on August 23rd, 2022.

Motion by: Mark Maiberger **Seconded by:** Sue Simcox

VOTE	YES	NO	ABSTAIN	ABSENT
<u>Mark Maiberger</u> President	<u>X</u>	_____	_____	_____
<u>Phil Munie</u> Vice President	_____	_____	_____	<u>X</u>
<u>Sue Simcox</u> Secretary	<u>X</u>	_____	_____	_____
<u>Al Fields</u> Treasurer	<u>X</u>	_____	_____	_____
<u>Matt Saldeen</u> Member at Large	<u>X</u>	_____	_____	_____