

FAIR OAKS RANCH HOMEOWNERS' ASSOCIATION (FORHA)

BYLAWS REVIEW COMMITTEE (BRC) CHARTER

Background/Purpose: In the November 2018 Board meeting, the FORHA Board of Directors (BOD) agreed the establishment of a Bylaws Review Committee (BRC) was necessary to review and update existing Bylaws for the purpose of ensuring they are in compliance with Texas Property Code. The BRC would consist of three (3) current FORHA Board members and three (3) FORHA community members and a non-voting Committee Chairperson. In addition, a legal advisor will assist and advise the FORHA Board and BRC on this project.

FORHA Board of Directors (BOD) Objectives for the Committee

Update the FORHA Bylaws to:

1. Align with the current Texas Property Code (in non-legal language).
2. Clarify areas of ambiguity as currently written. (e.g. regular versus special assessments).
3. Reflect actual practices (e.g. allow Class A & B members to vote even though Bylaws do not allow this).
4. Incorporate leading Bylaws practices of other HOAs of similar size (as appropriate).

Scope of Work

The BRC is responsible for proposing changes to the Bylaws and gathering community input on those changes. Once the proposed changes are ready for vote by the FORHA Board, this committee's work is complete, and the committee will be disbanded.

Governance of the Committee

Voting

1. Committee members (3 FORHA Board members and 3 Community members) are voting members to make recommendations for Bylaws changes.
2. Committee chairperson will be a non-voting member.
3. Votes by committee members will not be taken unless all members are present. Alternates may not vote for absent committee members.
4. Committee members may vote via conference call but may not vote by email or text.
5. Committee members are not decision makers, only recommenders.
6. If the committee has a tie vote on one or more Bylaws changes, the committee chairperson can bring the ties to the FORHA Board for a vote.

7. The BRC will bring their recommendations to the FORHA Board, who will vote to decide which Bylaws changes will be put out to the community for consideration.

Reporting Relationships

1. Report outs from the committee to the FORHA Board will be held in open forums at the regular monthly Board meeting or more frequently if needed. Reports will provide updates on specific objectives, issues and timelines.
2. Email updates from the committee on its progress will also be provided periodically to the community by the FORHA BOD.
3. All recommendations by the committee must be approved by the Board in order to be put on the ballot for community vote.

Legal Counsel

1. Legal Counsel that was hired by the FORHA Board for the Bylaws Review reports to the FORHA Board, not the committee. Legal Counsel will only take direction from the FORHA Board or Board representatives.
2. Only the FORHA President (or designee/point person) has authority to engage/contact the attorney hired by FORHA for this project.
3. There will be an assigned committee “point person” to interface with the FORHA attorney on this project to keep expenses in check. No other committee or FORHA Board Member, acting on their own, without the FORHA President’s permission, may contact the attorney.

Committee Meetings

1. Committee members will decide together when and how long meetings will be held.
2. Conferencing into committee meetings is allowed but only by committee members (not by other FORHA members or BOD). Due to the nature of the review, preference for attendance is in person.
3. No alternates are allowed for committee members. If a committee member representing the community recuses themselves permanently from the committee, the FORHA President will find a new committee member.
4. All committee appointments are made by the FORHA President.
5. Committee meetings are only to be attended by committee members and committee chair.
6. Only invited guests may attend committee meetings with the approval of all committee members.
7. At least two representatives from the FORHA Board and the community must be present to hold committee meetings.
8. Committee meetings will be held in a designated place of business, not private homes, and will not be held in open session.
9. Ample notice must be given to committee members (at least 48-hours’ notice) before a meeting can be held. Shorter notice is acceptable if all members are available to attend.

Budgets

1. The committee must work to submit a valid business case to cover all phases through finalizing proposed changes to the Bylaws.
2. Once the proposed changes are ready, the FORHA Board will prepare the business case for putting the Bylaws changes on the proxy and getting the community vote.
3. The business case will need to be approved by the FORHA Board in open session.
4. Once a budget is set, the committee must work within that budget. The FORHA Board is the only body who has authority to increase the budget after a revised business case is presented.

Appointment and term of committee member service

BRC Member Position Description

Type of work: Routine work of the committee is conducted in committee meetings and by individuals working projects. The Committee Charter describes the scope of work performed by committee members and any recommended changes by the committee must be approved by the FORHA BOD prior to start of work.

Communication: Requires the ability to work as a team member with others to form consensus. Communication is required with other committee members, FORHA BOD members, FORHA Staff, and at times may involve direct contact with FORHA Members. The committee works as a team to propose Bylaws changes as well as recommended messaging to FORHA members by the FORHA BOD. All recommended changes shall be reviewed and voted on by the FORHA BOD prior to any communications by committee members with the general membership.

Complexity of work: Committee work involves problem solving, research, original authorship and ability to comprehend and incorporate legal advice on the Bylaws content and wording. No road map is provided other than the objectives as defined in the BRC charter and or otherwise approved by the sitting FORHA BOD.

Time Commitment Required: Regular and ongoing meetings are conducted at a time most convenient for all members, including those who work. Meetings may be conducted on scheduled evenings and weekends as determined by the committee to fulfill objectives set by the FORHA BOD and the committee itself.

Relationships with FORHA Board and Staff: The Committee reports out to the FORHA Board. The FORHA staff is not to serve as a resource for this committee. If administrative support is required, it will be provided by the community or paid for by FORHA.