

**Celebration Joint Committee, Inc.  
Celebration Residential Owners' Association, Inc.  
Celebration Nonresidential Owners' Association, Inc.  
Celebration Community Services, Inc.**

**Administrative Resolution Eleven – 4/26/11  
For  
Committee/Task Force Charter**

**WHEREAS**, the Bylaws, Article V, authorizes the Board of Directors, Celebration Joint Committee, Inc. (CJC) to appoint committees as it deems appropriate; and

**WHEREAS**, the Bylaws, Article III, Section C 3.16, authorizes the Celebration Residential Owners Association (CROA) Board to manage the affairs of the Association and the Board desires to utilize committees and task forces; and

**WHEREAS**, the Bylaws, Article V, authorizes the Board, Celebration Nonresidential Owners Association, Inc. to appoint committees as it deems appropriate and the Board desires to utilize committees and task forces; and

**WHEREAS**, the Bylaws section 4.9 authorizes the Board of Directors, Celebration Community Services, Inc. to appoint from time to time such standing or temporary committees as the Board may deem necessary and convenient for the efficient and effective operation of CCS; and

**WHEREAS**, the community residents' input, assistance and recommendations that Committee / Task Forces and task forces bring to a Board is valuable in its decision-making processes; and

**WHEREAS**, it is the desire of the Boards to maintain consistency across the Committees / Task Forces;

**NOW, THEREFORE, BE IT RESOLVED** the following specifications shall apply upon adoption and shall remain effective until modified by the appropriate authority or by law:

**A. ESTABLISHMENT OF COMMITTEE / TASK FORCE**

1. All Committees / Task Forces are established by the Board of Directors (Board) unless otherwise specified in the CJC / CROA / CNOA / CCS governing documents.
2. The objectives / role of a Committee / Task Force are defined by the Board.
3. A Committee is generally established when there is an ongoing need to involve a group of volunteers in CJC / CROA / CNOA / CCS business. Once established, the Committee does not typically sunset; however in the event their role is no longer necessary, the Board may disband the Committee.

**ADMINISTRATIVE RESOLUTION ELEVEN**  
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**ADOPTED 4/26/11**

4. A Task Force is generally established when there is a specific project (or task) needing involvement by a group of volunteers. A Task Force typically has a stated period of time they will exist and disband upon submission of its final report to the Board.
5. The objectives for each appointed Committee / Task Force shall become an Exhibit to this Resolution.
6. The objectives for each appointed Task Force shall be an attachment to the minutes of the Board meeting where the task force is authorized and the contents of this Resolution shall be automatically deemed to be incorporated for the appointed Task Force.

**B. AUTHORITY OF COMMITTEE / TASK FORCE**

1. A Committee / Task Force operates only as a recommending body to the CJC / CROA / CNOA / CCS Board.
2. A Committee / Task Force has no authority to act on behalf of the CJC / CROA / CNOA unless expressly granted in the CJC / CROA / CNOA / CCS governing documents or given by the Board in writing.
3. A Committee / Task Force has no authority to incur expenditures on behalf of the CJC / CROA / CNOA / CCS unless expressly granted in the CJC / CROA / CNOA / CCS governing documents or given by the Board in writing.
3. The Committee / Task Force and Task Force members shall not be involved in the routine management and operations of CJC / CROA / CNOA / CCS.

**C. COMPOSITION, QUALIFICATIONS AND MEMBERSHIP**

1. Membership on the Committee / Task Force is restricted to members and permanent residents, in good standing with the CJC / CROA / CNOA / CCS. Good standing is defined as: (a) Not in arrears on assessments or other fees to CJC / CROA / CNOA / CCS; (b) in compliance with all recorded restrictions, rules and regulations; and (c) not involved in litigation with the Association.
2. Members must reside in Celebration, unless approved by the Board.
3. Non-owners are not permitted to serve on a Committee / Task Force unless specifically approved by the Board.
4. CJC / CROA / CNOA / CCS will provide a Staff Liaison to each Committee / Task Force but staff does not serve as a voting member on any Committee / Task Force.
5. Only one member per residence may be appointed / serve on a Committee / Task Force.
6. The term of each Committee member shall expire at the adjournment of the annual meeting. Members may apply annually for committee / task force appointment as defined below.
7. The term of each member of a Task Force shall expire upon submission of the Task Force's final report to the Board.

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8. Members may not serve on more than two Committees / Task Forces at the same time. A member may serve on two Committees / Task Forces at the same time.
9. Board members may only serve as a liaison (non-voting member) to a Committee / Task Force.
10. A Committee may recommend appointment of a sub-Committee(s) to complete specific projects, as needed, subject to prior Board approval.

**D. PROCESS FOR COMMITTEE / TASK FORCE APPOINTMENT**

1. Calls for Volunteers
  - a. At least once annually, typically in the winter, a "call for volunteers" for all Committee / Task Forces will be put in the newsletter, posted on the association's website, and sent by US Mail to the address last provided by the owner of record.
  - b. If a Committee / Task Force has a vacancy and no applicant on a waiting list (see below), a specific call for volunteers may be included in the newsletter and posted on the association's website specifying a deadline to submit the application.
  - c. A Committee / Task Force application form will be kept on the association's website so at anytime someone may submit an application.
2. Applications & Appointment Process
  - a. Applications will be accepted at any time.
  - b. Upon receipt, the appropriate Staff Liaison will do the following:
    - (1) Date stamp the application
    - (2) Verify the applicant's eligibility (confirm a member of CJC / CROA / CNOA / CCS, assessments are paid and no outstanding deed restrictions or rules violations)
    - (3) Contact the applicant to advise him / her on status of eligibility
      - (a) When applicant is eligible and there are current openings, encourage applicant to attend the next meeting to observe and confirm his / her interest in serving, and if interested, appointment consideration to be addressed at an upcoming Board meeting.
      - (b) When applicant is eligible but there are no vacancies; advise applicant that his / her application will be kept on file for one (1) year
      - (c) As vacancies arise, eligible applicants will be considered based on the order in which received
      - (d) Explain why if applicant is not eligible (i.e. their assessments are unpaid, etc.)
    - (4) Place applicant on waiting list or on agenda for consideration at the next Board meeting
    - (5) If an applicant indicates an interest in multiple Committee / Task Forces, copies will be made and distributed to the appropriate Committee / Task Force Staff Liaisons.
    - (6) Submit applicant's name to the Board for appointment or to a waiting list.

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## **E. APPOINTMENT, RESIGNATION & REMOVAL OF MEMBERS**

1. All Committee / Task Force members are appointed by the Board.
2. The Committee / Task Force shall consist of at least three (3) members and no more than seven (7). A majority must be present to conduct a meeting.
3. Annually, typically at the 2<sup>nd</sup> Board meeting of the year, the Board will consider and make appointments and/or reappointments of Committee / Task Force members. Therefore, Committee / Task Force members who desire to volunteer for the next year's appointments must follow the application process described above.
4. Task Force appointments will generally be made when the Task Force is established and continues until the Task Force is disbanded. Because the work of a Task Force is specific and typically short in duration, no interim appointments will be made.
5. A member resigning from a Committee / Task Force shall provide the Committee / Task Force Chair and/or CJC / CROA / CNOA / CCS Staff Liaison written notice at their earliest convenience.
6. A Committee / Task Force member may be removed from the Committee / Task Force by the Board with or without cause upon thirty (30) days written notice. "Cause" includes, but it not limited to
  - a. any act of harassment toward any other volunteer or staff member of CJC / CROA / CNOA / CCS;
  - b. any detrimental or abusive attitude or behavior toward any other volunteer or staff member of the CJC / CROA / CNOA / CCS;
  - c. attending any Committee / Task Force or Board meeting while under the influence of alcohol (unless a social CJC / CROA / CNOA / CCS function) or drugs;
  - d. participating in the reckless or intentional misrepresentation of information relating to CJC / CROA / CNOA / CCS;
  - e. misusing information relating to CJC / CROA / CNOA / CCS;
  - f. representing personal interests rather than the interest of the community at large;
  - g. using Committee / Task Force member contact information for any reason other than Committee / Task Force business;
  - h. soliciting personal business or gain while acting in the capacity of a member of the Committee / Task Force or as a CJC / CROA / CNOA / CCS volunteer;
  - i. communicating directly with any vendor of CJC / CROA / CNOA / CCS or person or entity requested to submit a bid to provide services to CJC / CROA / CNOA / CCS or one currently providing service to CJC / CROA / CNOA / CCS, without express written approval to do so from CJC / CROA / CNOA / CCS;
  - j. failing to fully disclose to the Board any personal or business relationship with a vendor of CJC / CROA / CNOA / CCS or a person if the Committee / Task Force made any recommendation to the Board to engage that vendor or renew an existing contract;
  - k. not being a member or permanent resident in good standing;

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- I. Missing three consecutive meetings unless otherwise assisting the Committee / Task Force or task force in another way.

**F. MEETINGS**

1. A meeting notice of each Committee / Task Force shall be scheduled in advance as coordinated with the calendar of CJC / CROA / CNOA / CCS and at least a forty-eight hour advance notice published on the Celebration Front Porch. The meeting notice shall include the date, time, address and agenda of the meeting.
2. The Committee / Task Force shall meet monthly or as needed to complete its duties.
3. The Chair (or Vice Chair in the Chair's absence) shall preside at the meeting and work with the Staff Liaison to establish the agenda and determine any required action in between meetings.
4. In the absence of both the Chair and Vice Chair, the Committee / Task Force shall appoint a member present to preside over the meeting.
5. Frequency of meetings will be dependent upon the role of the Committee / Task Force or Task Force.
6. Agendas shall be prepared for all meetings to make the best use of all volunteers time. During the meeting discussion on any action should be kept to the items on the agenda unless otherwise decided by the Chair. In the event new issues arise during the course of the meeting, they shall be placed on a future agenda if determined by the Chair and/or a majority of the Committee / Task Force members.
7. Committee / Task Force members shall be respectful of others; speak one at a time (if necessary the Chair will call on Committee / Task Force members); keep their remarks concise and directed to the item being discussed and not an unrelated topic.
8. Meetings of a Committee / Task Force shall be open to members and permanent residents of the CJC / CROA / CNOA / CCS.
9. Members or permanent residents of the CJC / CROA / CNOA / CCS who are in attendance and are not Committee / Task Force members ("Guests") may be invited to speak at the discretion of the Chair. The Chair may establish a time for Member Input (using the same policy as adopted by the Board), or may define a specific time during the course of the meeting for the Guest to speak.
10. The Chair of a Committee / Task Force or its Board Liaison may remove a meeting attendee, including a Committee / Task Force Member, who unreasonably disrupts the business of the Committee / Task Force.

**G. SELECTION & ROLE OF COMMITTEE / TASK FORCE CHAIR, VICE CHAIR, AND SECRETARY**

1. Committee / Task Force Chair and Vice Chair will be appointed by the Board (typically at the 2<sup>nd</sup> meeting after the corporate annual meeting).

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2. The Committee / Task Force Chair shall appoint a member of the Committee / Task Force to serve as Secretary.
3. The Committee / Task Force Secretary shall record and prepare minutes of each meeting in a timely manner and give to the Staff Liaison or Executive Director for further distribution to the Board. The Secretary shall insure that Committee / Task Force members also receive copies of the minutes. All minutes shall include actions, recommendations and a list of Committee / Task Force members present at the meeting.
4. The Committee / Task Force Chair shall serve a maximum of two (2) years as chair of the same Committee / Task Force, unless otherwise specifically approved by the Board.
5. The Chair shall –
  - a. Work with Staff Liaison in preparing the agenda.
  - b. Facilitate and lead the meeting. This includes encouraging input from all Committee / Task Force members on all topics and as Chair, bringing the group to consensus whenever possible.
  - c. Welcome guests and define when and if, non-Committee / Task Force member resident input time will be permitted.
  - d. Determine whether discussion of non-agenda items will be allowed at the meeting or placed on a future agenda.
  - e. Present periodic reports to the Board.

**H. VOTING**

1. On any issue to be voted upon for a recommendation to the Board, at any meeting there must be a quorum (majority) present (or by speaker telephone) of the currently appointed Committee / Task Force members.
2. Committee / Task Force Members must disclose any relationship with any entity/person *prior* to the vote on the recommendation to the Board to use that entity's/person's services.
3. Proxies will not be used at any Committee / Task Force meeting.

**I. DISPUTE RESOLUTION FOR COMMITTEE / TASK FORCES**

- 1, Should a situation arise within a Committee / Task Force with a member who is causing the Committee / Task Force to be dysfunctional or working to the detriment of the effectiveness of the Committee / Task Force, the Committee / Task Force Chair shall attempt to resolve the issue. Should this attempt fail, the full Committee / Task Force shall meet to attempt to resolve the situation. If, after listening to the reasoning of both parties, the issue cannot be resolved, the full Committee / Task Force has the right to vote to recommend the CJC / CROA / CNOA / CCS Board remove the person causing the group to be dysfunctional. The Board, by a simple majority vote, may support or deny the Committee / Task Force vote.

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2. Should a Chair of a Committee / Task Force be deemed to be working to the detriment of the effectiveness of the Committee / Task Force or the Board's mission, the President of CJC / CROA / CNOA / CCS and the Committee / Task Force Chair shall attempt to resolve the issues. If this one-on-one effort fails to produce agreement, an Executive Session of the Board will be called with the expressed purpose of discussion of the issues at hand. The affected Committee / Task Force Chair will be included in the meeting and allowed to give input. Once the issues have been heard, the Board will vote on removal or retention of the Chair in question.

**J. ROLE OF STAFF LIAISON**

1. CJC / CROA / CNOA will provide a Staff Liaison for all Committee / Task Forces and Task Forces. This staff liaison will be determined by the Executive Director.
2. Prepare the agenda with input from the Chair.
3. Distribute the agenda electronically and supporting materials (agenda package) in advance of the meeting. Typically the agenda package should be distributed at least 4 business days prior to meeting.
4. Coordinate any visitors assisting with the business of the Committee / Task Force.
5. Provide information and support to the Committee / Task Force or Task Force as needed.
6. Responsible for the oversight of maintaining the Committee / Task Force's records, which are part of the CJC / CROA / CNOA official records.
7. Assist Committee / Task Force Chair with the preparation of periodic reports to the Board and membership; or present those in the absence of the Chair or Vice Chair.
8. Initiate action as needed from the meeting, including following up with any volunteers as needed.
9. Prior to the Board considering an applicant for appointment verifies eligibility; and throughout the year confirms existing members remain eligible.
10. At the beginning of each Committee / Task Force's term, the Staff Liaison will prepare for the Board president a note of appreciation to prospective appointees and retiring Committee / Task Force members .

This Committee / Task Force Charter may be amended from time to time by Resolution.

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**ADOPTION**

This Resolution was adopted and made effective by the aforementioned entities as follows:

on this 12<sup>th</sup> day of July, 2011, by the Board of Directors, Celebration Joint Committee, Inc.

  
Secretary

on this 24 day of May, 2011, by the Board, Celebration Residential Owners Association, Inc.

  
Secretary

on this 12<sup>th</sup> day of July, 2011, by the Board, Celebration Nonresidential Owners Association, Inc.

  
Secretary

on this 28 day of June, 2011, by the Board, Celebration Community Services, Inc.

  
Secretary