



**TAHOE DONNER ASSOCIATION
BOARD OF DIRECTORS**

**RESOLUTION 2008-2
COMMITTEE POLICY**

WHEREAS, the Board of Directors of Tahoe Donner Association recognizes the value of, and intends to utilize the services of, committees in assisting the discharge of Board responsibilities;

WHEREAS, the Board seeks to adopt a reasonably comprehensive policy for the formation, duties and oversight of committees;

WHEREAS, the Board has adopted a uniform charter template to bring consistency among the various committee charters; and

WHEREAS, the Board affirms that, when used, committees will be tasked so as to support the Board in the discharge of its duties, and so as to never interfere with the Delegation of Authority from the Board to the General Manager for the operation and management of Tahoe Donner Association;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of Tahoe Donner Association does hereby adopt the following revised Committee Policy, which shall supersede all prior policies regarding the same subject matter, including but not limited to Resolution 2005-8 adopted September 15, 2005:

General:

1. In appointing and managing committees, the Board affirms that it will be guided by ARTICLE X of the Restated Bylaws, "Committees".

2. Generally, committees will function to assist the Board by preparing policy alternatives and their implications for Board consideration.
3. Committees may not speak or act for the Board except when formally given such authority for specific and time-limiting purposes. Expectations and authority will be carefully stated in order to not conflict with authority delegated to the General Manager.
4. In light of the Association's management structure, committees shall not exercise authority over staff. While committees may offer advice regarding matters within their charge, actions within the purview of the authority delegated to the General Manager shall never require the prior approval of any committee.
5. It shall be the responsibility of the Board to actively recruit new committee members.
6. This policy shall apply to all advisory committees or task forces, but not to "clubs" or other social groups established or recognized by the Board.
7. Where appropriate, consistency of format among the various committees' charters is encouraged so that the ease and efficiency of administering the committees' contributions is enhanced. Without exception, committee charters are to include the committee's purpose and authority (if any), its status (whether standing or ad hoc), membership structure (membership number and appointment/election of officers), qualifications for membership, term of appointment, and required quorum requirements for action.
8. Other than when the Board finds an exception appropriate, committee members shall be appointed for a finite term of two years (subject to reappointment) with said terms being staggered where practicable in order to promote continuity within the committee; unless no other committee members are willing to assume the duties of the chair, committee members may only serve as a committee's chairperson for a period of one continuous year; co-owners of a property and/or spouses shall not be eligible to serve simultaneously on the same committee; and immediate family members of current Board members shall not be eligible to serve on standing committees.
9. Each committee's basis and extent of authority, and its accountability to the Board, shall be clearly delineated.
10. The number of committee members should reflect the scope and nature of the committee's charge and the interest expressed by volunteers in that charge. Efficiency in deliberations, opportunity to contribute and encouragement of continued commitment should also be considered.
11. The essential charter elements, such as purpose, membership, term, etc., should be set apart from the procedures for conducting the business of the committee.

12. Comprehensive criteria and requirements addressing a member's qualifications to serve on a specific committee shall be stated for each committee; these should include considerations of pertinent experience or knowledge of the committee's emphasis, potential conflicts of interest, good standing with the Association, number and/or type of committees on which simultaneous service is permissible, etc.

13. Requirements for reporting to the Board shall be specified and be consistent with the nature of the work of the committee and its objective of assisting the Board.

Committee Membership Management:

1. All prospective new committee members wishing to be appointed, and current committee members desiring reappointment, shall submit to the Executive Assistant a written request stating their interest in serving on a specific committee; all such requests shall be forwarded to the Board.

2. With regard to initial appointments, the request for appointment shall include a brief overview of the applicant's talents or experience which are relevant to the contribution that the applicant can bring to that particular committee's function.

3. With regard to requests for reappointment to the same committee, it will not be necessary to submit the above overview.

4. By November 1 of each year, it shall be the responsibility of each committee chairperson to submit to the Executive Assistant, for inclusion in the November board meeting agenda, a compilation of all requests received for either initial appointment or reappointment, along with the committee's recommendation with regard to such requests. At its November meeting, the Board shall receive and consider these compilations and recommendation in anticipation of acting upon them at its December meeting.

5. Where a qualified prospective new committee member has applied and is being recommended for appointment, and the committee's roster of regular members is full, the new member's application should be given preference when requests for reappointments are also being considered.

6. At its December meeting, the Board shall make the appointments/reappointments it deems appropriate and confirm the rosters of the committees, including those members entering the second year of their two-year term. The committees shall also submit for consideration at the December Board meeting an agenda of proposed activities for the year.


7. At their January meetings, or as soon thereafter as is practicable, the committees shall establish their meeting calendars and elect their respective chairpersons for the upcoming year. Should no members wish to assume the duties of the chair, and the current chair is willing to continue in that role, the current chair may continue in that capacity for the new year subject to Board approval. In preparation for the January Board meeting, the committee chairs shall submit a report to the Executive Assistant indicating meeting calendars and elected chairs. At its January meeting, the Board shall consider approval of the committees' activity agendas.

8. As soon as possible, the committee chairpersons shall advise the Executive Assistant of any membership changes that either have occurred or are anticipated (e.g., resignations). Immediately upon such notification, the Executive Assistant shall communicate the current or pending vacancies to the Communications Department, which shall publish notices of the vacancies in all Association media.

ACCEPTED AND DATED: December 20, 2008



RON WULFF, President



SUZAN KNISLEY, Vice President



PATRICIA M. GHIGLIETTI, Secretary



JOHN DUNDAS, Treasurer



DICK HALPIN, Director



Committee Information Per Tahoe Donner Association's CC&R's and Bylaws

I. CC&R's Environmental Control Committee –

ARTICLE V Environmental and Architectural Regulation

Section 1. Environmental Control Committee Approval of Improvements.

(a) Approval Generally. Before commencing construction or installation of any Improvement (as defined in Article I, section 20 hereof) on any Separate Interest within the Properties, the Owner planning such Improvement must submit a written request for approval to the Association's Environmental Control Committee. The Owners request shall include structural plans, specifications and plot plans satisfying the requirements of the Environmental Control Committee Rules (see section 5 below). Although the initial application for approval must be signed by the Owner, the application can designate an individual as the Owner's representative and agent for subsequent processing and review of the proposed project by the Environmental Control Committee. Unless the Committee's approval of the proposal is first obtained, no work on the Improvement shall be undertaken. The Committee shall base its decision to approve, disapprove or conditionally approve any proposed Improvement of the criteria described in section 6 of this Article.

(b) Modifications to Approved Plans Must Also Be Approved. Once a work of Improvement has been duly approved by the Committee, no material modifications shall be made in the approved plans and specifications therefor and no subsequent alteration, relocation, addition or modification shall be made to the work of Improvement, as approved, without a separate submittal to, and review and approval by, the Committee. If the proposed modification will have, or is likely to have, a material affect on other aspects or components of the Improvement project, the Committee, in its discretion, may order the Owner, his or her contractors and agents to cease working not only on the modified component of the Improvement, but also on any other affected component.





In the event that it comes to the knowledge and attention of the Association, the ECC, or the agents or employees of either that a work of Improvement or any modification thereof, is proceeding without proper approvals the Association shall be entitled to exercise the enforcement remedies specified in section 7 of this Article, including, without limitation, ordering an

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immediate cessation and abatement of all aspects of the work of Improvement until such time as proper Committee review and approval is obtained.

(c) Maintenance of Existing Improvements and Lots. The Committee's jurisdiction and responsibilities hereunder shall also extend to and include the monitoring and regulation of existing Improvements and Lots for the common benefit of the Tahoe Donner community to ensure that the Improvements and Lots are being maintained and used in accordance with Articles VI, VII and VIII of this Declaration.

Section 2. Committee Membership. The Environmental Control Committee shall be composed of three Members of the Association appointed by the Board. The Board shall also designate a minimum of two alternate members of the Committee who shall serve in the absence of any Committee Member. In selecting the members of the Committee, the Board of Directors shall endeavor to appoint individuals whose occupations or education will provide technical knowledge and expertise relevant to matters within the Committee's jurisdiction. If possible, two members of the Committee shall possess a professional degree or other background in design, land planning, engineering, architecture, law, or some other field which is related to the functions to be performed by the Committee. No member of the Association Board of Directors, Association employee or the president of any Tahoe Donner social club or organization (such as the men's golf club) shall be eligible to serve as a member of the Committee. Subject to this limitation, individuals appointed to the Committee may, in the Board's discretion, serve successive terms.

Committee members shall serve for terms of two years, subject to the Board's power to remove any Committee member at any time and to appoint a successor. Neither the members of the Committee nor its designated representatives shall be entitled to any monetary compensation for services performed pursuant hereto. The president of the Committee shall be elected by the Committee members.

Section 3. Duties of the Environmental Control Committee. It shall be the duty of the Committee to consider and act upon the proposals and plans submitted to it pursuant to this Declaration, to adopt Environmental Control Committee Rules pursuant to section 5 hereof, to undertake periodic inspections of Lots and Common Areas within the Properties to assure compliance with the Governing Document's land use and environmental control regulations, and to perform other duties delegated to it by the Board of Directors or imposed by this Declaration. Plans and specifications shall be submitted to the Environmental Control Office or the Chairman of the Committee at the Association's principal office.





Section 4. Meetings. The Environmental Control Committee shall meet on at least a monthly basis and more frequently if necessary to properly perform its duties hereunder. The vote or written consent of a majority of the Committee members shall constitute an act by the Committee and the Committee shall keep and maintain a written record of all actions taken. The Committee members shall be entitled to reimbursement for reasonable out-of-pocket expenses incurred by them in the performance of any Committee functions. Requests for reimbursement shall be supported by adequate documentation and shall be submitted to, and approved by, the Board of Directors in its sole discretion.

The Owner-applicant or his designated agent shall be entitled to appear at any meeting of the Committee at which the Owner's proposal has been scheduled for

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review and consideration. The Owner or designated agent shall be entitled to be heard on the matter and may be accompanied by his or her architect, engineer and/or contractor. Reasonable notice of the time, place and proposed agenda for Committee meetings shall be communicated before the date of the meeting to any Owner-Applicant whose application is scheduled to be heard.

Section 5. ECC Rules. The Environmental Control Committee may, from time to time and with approval of the Board of Directors, adopt, amend and repeal rules and regulations to be known as "ECC Rules." The ECC Rules are currently set forth in a booklet entitled "Rules, Procedures and Restrictions for Building and Land Use." The procedures for adopting Association Rules generally (see Article III, section 7(b)) shall be applicable to the adoption of ECC Rules.

The ECC Rules shall interpret and implement the provisions of this Article V by setting forth:

(a) The standards, procedures and time limitations for Environmental Control Committee review and approval of Owner submittals of proposed Improvement projects (including, without limitation, minimum requirements for submitting a complete application for project approval);

(b) Guidelines for the construction of improvements, including, without limitation, architectural design, placement on Lots, color schemes, exterior finishes and materials and similar features which are recommended or required for use on any Improvements or categories of Improvements within the Properties;

(c) The criteria and procedures for requesting variances from any property use restrictions or minimum construction standards that would otherwise apply to the proposed Improvement under the Governing Documents (see section 8 below);





(d) Minimum requirements for the maintenance, supervision and restoration of construction sites by Owners and their contractors. Without limiting the foregoing, the ECC Rules may specifically regulate the activities of contractors and subcontractors, who shall be deemed to be the Owner's agents for purposes of rules enforcement and compliance matters;

(e) Any requirements for the payment of inspection/plan processing fees and deposits to assure the Owners proper and timely performance in accordance with the approved plans and specifications and the application, use and/or refund of such fees and deposits;

(f) Uniform and reasonable time limitations for completion of approved Improvement projects or other duly noted compliance matters;

(g) The consequences of failing to timely complete approved Improvement projects, including, without limitation, the imposition of fines and penalties;

(h) Inspection of Improvement projects by the Environmental Control Committee and the procedures available to the Environmental Control Committee to assure compliance with ECC Rules or any conditions imposed on the Improvement project during the course of construction (including, without limitation, the issuance of stop work orders or "red tags" to cause an immediate cessation of construction activity); and

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(i) The procedures available to the Environmental Control Committee to correct nonconforming uses of Lots.

Notwithstanding the foregoing, the ECC Rules shall implement the provisions of this Declaration in a reasonable, uniform and nondiscriminatory manner and no ECC Rule shall be in derogation of the minimum standards required by this Declaration. In the event of any conflict between the ECC Rules and this Declaration, the provisions of the Declaration shall prevail.

Section 6. Basis for Approval of Improvements. When a proposed work of Improvement is submitted to the Environmental Control Committee for review, the Committee shall grant the requested approval only if the Committee, in its sole discretion, finds that all of the following provisions have been satisfied:

(a) The Owner's plans and specifications: (i) conform to this Declaration and to the ECC Rules in effect at the time such plans are submitted to the Committee; (ii) will result in the construction of an Improvement that is in harmony with the external design of other structures and/or landscaping within the Properties; and (iii) will not interfere with the reasonable enjoyment of any other Lot Owner of his or her property, including, without limitation, the other Owner's rights to scenic and solar access free of unreasonable obstructions; and





(b) The proposed Improvement(s), if approved, will otherwise be consistent with the architectural and aesthetic standards prevailing within the Properties and with the overall plan and scheme of development of the Properties and the purposes of this Declaration.

While it is recognized that the Committee's determination to approve or disapprove an Improvement will, of necessity, be subjective to some degree, the members of the Committee shall act reasonably and in good faith. Factors commonly considered by the Committee in reviewing proposed Improvements include the quality of workmanship and materials proposed for the Improvement project, the harmony of the proposed Improvement's exterior design, finish materials and color with that of other existing structures, and the proposed location of the Improvement in relation to existing topography, finished grade elevations, roads, Common Areas and other structures.

The Committee shall be entitled to determine that a proposed Improvement or component thereof is unacceptable in the context of a particular Lot, even if the same or a similar Improvement/component has previously been approved for use at another location or locations within the Properties. Factors which may cause the Committee to reject a proposal which was previously approved at another site include: poor drainage, unique topography, visibility from roads, Common Areas or other Lots or prior adverse experience with the product or design of the proposed Improvement or any component thereof.

The Committee shall have no jurisdiction with respect to the interior portions of any Improvement or Structure unless some portion of the proposed interior will have a direct and material adverse impact on the exterior components of the improvement (such as the design of the superstructure for roofs or load-bearing walls).

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Section 7. Enforcement of Environmental Control Matters.

(a) In addition to other enforcement remedies set forth in this Declaration, the Environmental Control Committee shall have enforcement authority with respect to any matters within the Committee's jurisdiction, as defined in section 1, above, including the authority to order an abatement of any construction, alteration or other matter for which approval is required, the imposition of reasonable fines (as approved by the Board), to the extent that an Improvement project has not been approved by the Committee or if it does not conform to the plans and specifications submitted to and approved by the Committee. No work of Improvement for which approval is required shall be deemed to be approved simply because it has been completed without a complaint, notice of violation, or commencement of a suit to enjoin such work.





(b) Legal proceedings or the suspension of Member privileges to compel compliance with the ECC Rules, eliminate architectural or environmental violations or other violations of the Governing Documents that are under jurisdiction of the Environmental Control Committee must be approved by the Board and legal actions shall be maintained in the name of the Association. If any legal proceeding is initiated to enforce any of the provisions hereof, the prevailing party shall be entitled to recover reasonable attorneys' fees in addition to the costs of such proceeding.

(c) If an Owner or his designated agent(s) is/are found to be in non-compliance with this Declaration or any ECC Rule, the ECC shall so notify the Owner or agent and provide a reasonable time to take corrective action, giving due consideration to the nature of the problem or infraction. ECC hearings shall be conducted in accordance with the minimum procedures set forth in Article XIII, below.

(d) Any fines or other disciplinary action imposed by the ECC may be appealed to the Board of Directors (see section 12, below). Any such appeal shall be governed by Article XIII hereof.

Section 8. Variances. The Environmental Control Committee shall be entitled to allow reasonable variances in any procedures specified in this Article, the ECC Rules, the minimum construction standards specified in Article VI or in any land use restrictions specified in Article VIII in order to overcome practical difficulties, avoid unnecessary expense or prevent unnecessary hardship to Owner-applicants. Before a variance can be granted, however, all of the following conditions must be met:

(a) If the requested variance will necessitate deviation from, or modification of, a property use restriction that would otherwise be applicable under this Declaration, the Committee must conduct a public hearing on the proposed variance after giving prior written notice to the Board and to any Owner of a Separate Interest located within 500 feet of the Separate Interest affected by the variance.

(b) The Committee must make a good faith written determination that issuance of the variance will be consistent with either of the following criteria: (i) the requested variance will not constitute a material deviation from any restriction contained herein or that the proposal allows the objectives of the violated requirement(s) to be substantially achieved despite non-





compliance; or (ii) the variance relates to a requirement land use restriction or minimum construction standard otherwise applicable hereunder that is unnecessary or burdensome under the circumstances. No variance will be granted if the ECC concludes that the request, if granted, will result in a material detriment, or create an unreasonable nuisance with respect, to any portion of the Properties.

Section 9. Estoppel Certificate. Within 30 days after written demand is delivered to the Environmental Control Committee by any Owner, and upon payment to the Association of a reasonable fee (as established from time to time by the Board, in its sole discretion, to recover the Association's actual costs of providing the service), the Committee shall Record an estoppel certificate, executed by any two of its members, certifying (with respect to any Separate Interest owned by the applicant Owner) that as of the date thereof, either: (a) all improvements made and other work completed by said Owner comply with this Declaration, or (b) such improvements or work do not so comply, in which event the certificate shall also identify the noncomplying Improvements or work and set forth with particularity the basis of such noncompliance. Any purchaser of the subject Separate Interest from the Owner, or from anyone deriving any interest in said Separate Interest through the Owner, shall be entitled to rely on the Association's estoppel certificate with respect to the matters therein set forth, such matters being conclusive as between the Association, all Owners and any persons deriving any interest through them.

Section 10. Limitation on Liability. Neither the Association, the Environmental Control Committee nor any member thereof (collectively "released party") shall be liable to any Owner for any damage, loss or prejudice suffered or claimed on account of any mistakes in judgment, negligence or nonfeasance arising out of: (a) the approval or disapproval of any plans, drawings and specifications, whether or not defective; (b) the construction or performance of any work on an approved Improvement, whether or not the work is performed pursuant to approved plans, drawings or specifications; (c) the development of any Separate Interest within the Properties; or (d) the issuance of an estoppel certificate pursuant to section 9, above, whether or not the facts therein are correct; provided, however, that the released party has acted in good faith on the basis of such information as he or she possessed.

Section 11. Compliance With Governmental Regulations. Review and approval by the Environmental Control Committee of any proposals, plans or other submittals pertaining to improvements shall in no way be deemed to constitute satisfaction of, or compliance with, any building permit process or any other governmental requirements, the responsibility for which shall lie solely with the Lot Owner who desires to construct, install, or modify the Improvement.

Section 12. Appeals. Appeals from decisions of the Environmental Control Committee may be made to the Board of Directors or its duly appointed appeals committee. The Board or its duly authorized committee may elect, in its discretion, to hear the appeal or, in the alternative, to affirm the decision of the Environmental Control Committee. The Association Rules shall contain procedures to process appeals pursuant to this section 12.





II. BYLAWS Environmental Control Committee –

VIII

Amendment of REFERENCES TO “ENVIRONMENTAL CONTROL COMMITTEE”:

Each and every reference in the Restated Bylaws to “Environmental Control Committee” and “ECC” is hereby replaced with “Architectural Standards Committee” and “ASC”, respectively. Until such time as this same amendment may be incorporated into Tahoe Donner Association’s First Restated Declaration of Covenants and Restrictions of Tahoe Donner, references therein to “Environmental Control Committee” and “ECC” shall be to the same committee as are all references to “Architectural Standards Committee” and “ASC” in the Restated Bylaws as hereby amended.

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III. CC&R’s Covenants Committee –

Section 7. Covenants Committee.

(a) Appointment of Committee. Acting pursuant to Article X, section 1 of the Bylaws, the Board of Directors may establish a Covenants Committee to hear and decide cases involving alleged violations of the Governing Documents and the Association Rules. If a covenants committee is established, no Member of the Board of Directors or the ECC or any member of the immediate family of a director or ECC member shall be eligible to serve on the committee. If no committee is established, the Board shall perform this function.

(b) Jurisdiction and Hearing Procedures of the Committee. The Covenants Committee shall review written complaints from Lot Owners, the General Manager or the Environmental Control Committee (for violations other than those relating to specific improvement projects within the jurisdiction of the Committee) of alleged violations of the Governing Documents or Association Rules, and, when determined appropriate, conduct hearings and make findings regarding the alleged violation(s). The Covenants Committee may levy penalties and/or fines (pursuant to a Board-approved fine schedule) in the event the allegations regarding such violations are found to be true. To perform the foregoing, the Covenants Committee shall adopt rules of procedure for enforcement hearings and shall conduct its hearings in accordance with such rules after they have been approved by the Board. Notwithstanding the foregoing, enforcement of specific violations of architectural and/or land use requirements relating to Improvement projects submitted to, and reviewed by, the Committee shall remain the jurisdiction of the Environmental Control Committee pursuant to Article V, section 7.





(c) Appeals. The decisions of the Covenants Committee, if established, shall be appealable to the Board of Directors within 15 calendar days following receipt of the committee's decision. The Board shall have the discretion to hear any appealed matter or decline to take the appeal and thus affirm the decision of the Covenants Committee. Any decision to decline an appeal shall be based on a reasonable determination from the record that the appeal lacks merit. Decisions of the Board shall be final and in writing. If the determination of the Covenants Committee is reversed or modified by the Board, the Board's decision shall explain why such action was taken. Procedures for appeal and the hearing of appeals, consistent with this Article XIII, may be included in the Association Rules.

(d) Court Actions. Court actions to enforce the Governing Documents may only be initiated on behalf of the Association with the prior approval of the Board.

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IV. BYLAWS Committee Rules –

ARTICLE VII Board of Directors

Section 1. General Association Powers. Subject to the provisions of the California Nonprofit Mutual Benefit Corporation Law and any limitations in the Articles and these Bylaws relating to action required to be approved by the Members, the business and affairs of the Association shall be vested in, and exercised by, the Association's Board of Directors. Subject to the limitations expressed in Article X, section 1, the Board may delegate the management of the activities of the Association to any person or persons, general manager or committee. However any such delegation notwithstanding, the activities and affairs of the Association shall continue to be managed and all Association powers shall continue to be exercised under the ultimate direction of the Board of Directors.

Section 2. Number and qualification of Directors. The Board of Directors shall consist of five (5) persons. The following qualifications must be satisfied in order to be eligible to run as a candidate for election to the Board:





(i) A candidate must be the Owner of a Separate Interest within the Properties. For purposes of this qualification requirement, a person must be the

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owner of record of at least a 25 percent interest (with spouses being entitled to aggregate their ownership interests) in a Separate Interest in order to be a candidate for election to the board;

(ii) The candidate must be in good standing with the Association which means that all Assessments with respect to all Separate Interests owned by the candidate must be current and the candidate must not be subject to any suspension of membership privileges;

(iii) No Owner shall be eligible to serve on the Board or to be appointed to fill a vacancy at any time when a co-Owner is also serving on the Board;

(iv) No employee of Tahoe Donner shall be eligible to serve on the Board; and

(v) No Owner can serve for more than two elected consecutive terms of office. For purposes of this qualification requirement, an Owner shall be deemed to have served for the full term for which he or she has been elected, regardless of how long the director actually serves. If a person is elected or appointed to fill a vacancy pursuant to section 3, below, that partial term shall not be counted toward the limitation on consecutive terms of office.

Section 3. Term of Office. At the 1981 annual meeting, the Members elected three directors for a term of two years and two directors for a term of one year. At each annual meeting thereafter, the Members shall elect directors by written ballot (see Article IV, section 6) for a term of two years to replace those directors whose terms of office are then expiring. Accordingly, three directors are elected to office in odd numbered years and two directors are elected to office in even numbered years.

Each director, other than a director elected to fill a vacancy, shall begin his or her term immediately following the director's election and shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified (unless the director resigns or is removed from office in accordance with section 6 below).

Directors who are appointed to fill a vacancy shall serve for the balance of the unexpired term of office to which the director is appointed and shall take office immediately upon their appointment.





Section 4. Nomination of Directors. Individuals can become candidates for election to the Board of Directors in any of the following ways:

(a) Requests for Candidacy. No later than April 1 of each year, the Association shall send a notice to its Members inviting eligible Members to become candidates for election to any vacancies on the Board which are scheduled to be filled at the next annual membership meeting. Those Members who wish to become candidates must submit an application to the Association office no later than May 10 of each year indicating the Member's desire to become a candidate for election to the Board. The application must be accompanied by proof of ownership of a Lot within the Properties.

Upon confirmation of the proposed candidate's status as a Member in good

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standing (see Article IV, section 3), the Association shall notify the Member that his or her candidacy has been accepted and invite the Member to submit a candidate's statement. The statement shall not exceed two sides of a single 8-1/2 X 11 inch page and shall be mailed to all Members, together with a written ballot, at the Association's expense.

Prior to the date of the annual membership meeting, the Association shall schedule at least one community meeting, at an appropriate location within or near to the Properties, so all candidates will have an opportunity to address interested Members. If only a single meeting is scheduled it shall be held within 10 days prior to the annual membership meeting.

(b) Good Standing Requirement for Candidacy. In order to be eligible for nomination and election to the Board, the Candidate Member must be in good standing with the Association and current in the payment of his or her Assessments as of the Record Date established in accordance with Article V, section 8.

Section 5. Election of Directors.

(a) Directors Elected by Written Ballot: The annual election of Directors shall be conducted by written ballot in accordance with Article IV, section 6 hereof.

(b) Election to Office. Candidates receiving the highest number of votes shall be elected as directors. The directors thus elected shall take office immediately following their election.





(c) Elections Committee. To assure efficient administration of the elections process, the Board shall appoint an Elections Committee which shall be responsible for certifying the good standing and eligibility of individuals to serve as candidates for election to the Board and to monitor the election process to help assure its fairness and impartiality.

Section 6. Vacancies on Board of Directors.

(a) Vacancies, Generally. A vacancy or vacancies in the Board of Directors shall be deemed to exist on the occurrence of any of the following: (i) the death, resignation or removal of a director pursuant to subparagraphs (c) and (d) hereof; (ii) the termination of a Director's status as an Owner (iii) an increase of the authorized number of directors; or (iv) the failure of the Members to elect a sufficient number of directors to fill all vacancies which exist on the board at any time due to expiration of director terms, resignation or removal.

(b) Resignation of Directors. Any director may resign from office. The director's resignation shall be effective upon giving written notice to the president, the secretary, or the Board of Directors, unless the notice specifies a later time for the resignation to become effective. If the resignation of a director is effective at a future time, the Board of Directors may elect a successor to take office when the resignation becomes effective. A director shall be deemed to have resigned if the director ceases to be an Owner.

(c) Authority of Board to Remove Directors. The Board of Directors shall

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Section 10. Compensation. Directors, officers and members of committees shall not be entitled to monetary compensation for their services as such. However, this limitation on compensation shall not preclude a director, officer, or committee member from being reimbursed for such actual expenses incurred by the director in the performance of his or her duties as may be determined by resolution of the Board of Directors to be just and reasonable. Expenses for which reimbursement is sought shall be supported by a proper receipt or invoice. Directors shall also be entitled to reasonable Common Facility user privileges without the usual fees or charges in order to promote the circulation and visibility of directors within the community and to encourage their awareness of the condition of Association properties and the concerns of Member users.

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**ARTICLE IX
Duties and Powers of the Board**

Section 1. Specific Powers. Without prejudice to the general powers of the Board of Directors set forth in Article VII, section 1, the directors shall have the power to:

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(j) Delegate its duties and powers hereunder to the officers of the Association or to committees established by the Board, subject to the limitations expressed in section 1 of Article X hereof.

(n) Appoint the Environmental Control Committee, the Elections Committee and such other committees as it deems necessary from time to time in connection with the affairs of the Association in accordance with Article X hereof.

(o) Fill vacancies on the Board of Directors or in any committee, except for a vacancy created by the removal of a Board member.

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**ARTICLE X
Committees**

Section 1. Committees of Directors. In addition to the Elections Committee appointed and constituted pursuant to Article VII, section 5(c) of these Bylaws and the Environmental Control Committee appointed and constituted pursuant to Article V of the Declaration, the Board may, by resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of two or more Members (who may also be directors), to serve at the pleasure of the Board. Committees shall have all such authority of the Board with respect to matters within their area of assigned responsibility as specifically conferred in the Board resolution establishing the committee; provided, however, that no committee, regardless of Board resolution, may:

(a) Take any final action on any matter which, under the Nonprofit Corporation Law of California, also requires approval of the Members.

(b) Fill vacancies on the Board of Directors or on any committee which has been delegated any authority of the Board.





(c) Amend or repeal Bylaws or adopt new Bylaws.

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(d) Amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable.

(e) Appoint any other committees of the Board of Directors or the members of those committees.

(f) Approve any transaction (i) to which the Association is a party and one or more directors have a material financial interest; or (ii) between the Association and one or more of its directors or between the Association or any person in which one or more of its directors have a material financial interest.

Section 2. Meetings and Actions of Committees. Meetings and actions of committees shall be governed by, and held and taken in accordance with, the provisions of Article VIII of these Bylaws, concerning meetings of directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the Association records unless the mission or charter of the committee, as determined by the Board, does not require such formality. The Board of Directors may adopt rules not inconsistent with the provisions of these Bylaws for the governance of any committee and those rules may dispense with record keeping and procedural requirements otherwise applicable by virtue of this section 2 if the responsibilities of the committee do not necessitate such formality.

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Committee Roster

| Name | | Position | Term Expires |
|-------|------|----------|--------------|
| First | Last | | |

| Board of Directors | | | |
|-----------------------------|---------------|----------------|-----------|
| Jeff | Connors | President | June 2020 |
| Jeff | Schwerdtfeger | Vice President | June 2019 |
| Jeff | Bonzon | Treasurer | June 2018 |
| Jennifer | Jennings | Secretary | June 2020 |
| Darius | Brooks | Director | June 2019 |
| Positions: 5 Members | | | |

| Architectural Standards Committee | | | |
|---|----------|-----------|-----------|
| Rod | Whitten | Chair | Jan. 2019 |
| Daniel | Moore | Member | Jan. 2019 |
| Nick | Sonder | Member | Jan. 2019 |
| Mitch | Clarín | Alternate | Jan. 2019 |
| David | Hipkins | Alternate | Jan. 2019 |
| Bill | Staehlin | Alternate | Jan. 2018 |
| Mark | Tanner | Alternate | Jan. 2019 |
| Jason | Wooley | Alternate | Jan. 2018 |
| Board Liaison: Jeff Schwerdtfeger | | | |
| Positions: 3 Regular / Minimum of 2 Alternates | | | |
| Vacancies: 2 Alternates | | | |
| Staff, Sheryl Walker | | | |
| Staff, Alisha Concannon | | | |



Committee Roster

| Name | | Position | Term Expires |
|-------|------|----------|--------------|
| First | Last | | |

| Covenants Committee | | |
|--|-----------|-----------|
| Fred Zapponi | Chair | Jan. 2021 |
| Lou Ashcraft | Member | Jan. 2019 |
| Leonard LeClerc | Member | Jan. 2018 |
| Jo Ann McDermott | Member | Jan. 2018 |
| Al Noyes | Member | Jan. 2018 |
| Donald Ermak | Alternate | Jan. 2019 |
| Board Liaison: Jennifer Jennings Positions: 5 Regular/Up to 4 Alternates Vacancies: 3 Alternates <i>Staff, Sheryl Walker</i> <i>Staff, Darren Davis</i> | | |

| Elections Committee | | |
|--|--------|-----------|
| Bette Rohrback | Chair | Jan. 2018 |
| Karolyn Gander | Member | Jan. 2019 |
| Board Liaison: none Positions: 3 Regular / 1 Alternate Vacancies: 1 Regular / 1 Alternate <i>Staff, Megan Rodman</i> | | |



Committee Roster

| Name | | Position | Term Expires |
|-------|------|----------|--------------|
| First | Last | | |

| Finance Committee | | |
|--|-----------|-----------|
| Art King | Chair | Jan. 2019 |
| Steve Disbrow | Member | Jan. 2019 |
| John Dundas | Member | Jan. 2018 |
| Michael Eyton-Lloyd | Member | Jan. 2019 |
| Dave Hunter | Member | Jan. 2018 |
| Corey Leibow | Member | Jan. 2018 |
| Marty Anderson | Alternate | Jan. 2019 |
| Tom Johns | Alternate | Jan. 2018 |
| Jim Stang | Alternate | Jan. 2018 |
| Cathy Ravano | Alternate | Jan. 2018 |
| Board Liaison: Jeff Bonzon Positions: 6 Regular / Up to 4 Alternates Vacancies: none <i>Staff, Michael Salmon</i> <i>General Plan Committee Liaison, vacant</i> | | |



Committee Roster

| Name | | Position | Term Expires |
|-------|------|----------|--------------|
| First | Last | | |

| General Plan Committee | | | |
|--|-----------|----------------|-----------|
| Michael | Sullivan | Chair | Jan. 2018 |
| Nan | Meek | Vice President | Jan. 2018 |
| Michael | Bledsoe | Member | Jan. 2018 |
| Michael | Fajans | Member | Jan. 2019 |
| John | McGregor | Member | Jan. 2019 |
| John | Stubbs | Member | Jan. 2019 |
| George | Rohrback | Member | Jan. 2019 |
| Tom | Johns | Member | Jan. 2018 |
| Jim | Beckmeyer | Member | Jan. 2019 |
| Board Liaison: Jeff Connors Positions: 9 Regular / Up to 2 Alternates Vacancies: 2 Alternates <i>Staff, Forrest Huisman</i> <i>Finance Committee Liaison, John Dundas</i> | | | |



Committee Roster

| Name | | Position | Term Expires |
|-------|------|----------|--------------|
| First | Last | | |

| Tahoe Donner Giving Fund Committee | | | |
|--|-----------|-----------|-----------|
| Richard | Gander | Chair | Jan. 2019 |
| Pam | English | Member | Jan. 2018 |
| Lois | Ermak | Member | Jan. 2018 |
| Jeanette | Fagerskog | Member | Jan. 2018 |
| Jennifer | Jordan | Member | Jan. 2019 |
| Katharine | Veni | Member | Jan. 2018 |
| Suzanne | Sullivan | Member | Jan. 2019 |
| Jennifer | Jennings | Alternate | Jan. 2019 |
| Linda | Slattery | Alternate | Jan. 2018 |
| Board Liaison: Darius Brooks Positions: 7 Regular / 5 Alternates Vacancies: 4 Alternate | | | |

9-24-09

B. Anne W. Hynes

**TAHOE DONNER ASSOCIATION
COVENANTS COMMITTEE CHARTER****PURPOSE**

Pursuant to the powers vested in the Board of Directors ("Board") by the Articles of Incorporation, the Bylaws, and the Covenants and Restrictions of TAHOE DONNER ASSOCIATION ("Association"), the Board hereby establishes the Covenants Committee as a standing committee of the Association:

- A: The responsibility of the Covenants Committee shall be to oversee the administration and enforcement of the Governing Documents and Association Rules as they apply to property owners regarding care and maintenance of properties and the behavior of property owners, their guests and tenants.
- B: The Committee may hold hearings in cases where property owners have violated those portions of the Governing Documents and Association Rules that apply to care and maintenance of property and behavior when the offense is uncorrected after proper notification, or is repeated within a 12 month span. After due process, the Committee may apply fines for violations and request other sanctions established by the Board of Directors.
- C: The Committee shall periodically review Governing Documents and Association Rules under its oversight and may recommend changes to existing rules and propose new rules as necessary to keep current with changing conditions and requirements.

AUTHORITY

The Covenants Committee is established under the provisions of:

- Section 1, (Committees of Directors), and Section 2 (Meetings and Actions of Committees), ARTICLE X, (Committees), Restated Bylaws of Tahoe Donner Association.
- Resolution 2005-8, Committee Policy, Tahoe Donner Association Board of Directors, September 15, 2005.
- ARTICLE VIII, (Board Meetings), Restated Bylaws of Tahoe Donner Association
- Section 7, (Covenants Committee) ARTICLE XIII, (Breach and Default), First Restated Declaration of Covenants and Restrictions of Tahoe Donner Association.

The Committee shall have no authority to act on behalf of the Association, other than to formulate and present recommendations to the Board related to its stated purpose and to administer items A,B, & C listed above. The scope of the activities of the Committee is entirely at the discretion of the Board. The committee shall not engage in any activities that have not been requested by the Board either specifically or via the annual agenda of the committee, which will be set by the Board at each year's January regular Board meeting.

MEMBERSHIP AND CHAIRPERSON

The Committee shall consist of five (5) regular, voting members. There may also be up to four (4) alternate, non-voting members. Alternate members are encouraged to attend all meetings and participate in Committee decisions, but may only vote if an insufficient number of regular members are present to constitute a quorum.

Any member of the Association who is in good standing, who has a positive interest in contributing to the welfare of the Association, who is prepared to invest the necessary time, and who does not present a conflict of interest, is eligible to apply for appointment as a member of the Committee. Members who possess an administrative background or experience will be given preference in appointment to the Committee. Directors and their immediate family members are ineligible for appointment. Co-owners of a property and immediate family members shall be ineligible to serve simultaneously on the Committee, in addition no Architectural Standards Committee members or their immediate family members are eligible. The Board shall make all appointments to the Committee.

Other than when the Board finds an exception, regular and alternate members shall be appointed for a finite term of two years (subject to reappointment). Said terms shall be staggered where practicable in order to promote continuity within the Committee.

All prospective new committee members wishing to be appointed, and current Committee members desiring reappointment, shall submit to the Executive Assistant a written request stating their interest in serving on the Committee; all such requests shall be forwarded to the Board. Initial applications shall include a brief resume of the applicant's talents or experience which is relevant to the contribution that the applicant can bring to the Committee; a brief resume is not required for reappointment applications. Prospective members will be required to attend and participate in three meetings before the committee requests approval from the Board for their appointment.

The Committee shall elect, from among its membership, the Committee's Chairperson, who will serve for a period of one year. If no other Committee member is then willing to assume the duties of the Chairperson, the incumbent Chairperson may be reappointed by the Board.

The provisions of the Association's Committee Policy, as set forth in Resolution 2005-8 or subsequent Board action, shall apply to the Committee.

COMMITTEE ADMINISTRATION

Meetings:

Committee meetings shall be at the discretion of the Committee Chairperson, unless otherwise directed by the Board. Normally, meetings shall be held monthly; however, meetings can be held as infrequently as every three months if the Committee's business does not justify more frequent meetings. Meetings are open to all property owners and will be noticed on the Northwoods Clubhouse bulletin board; notice is required by ARTICLE VIII, Restated Bylaws of Tahoe Donner Association. Committee members are expected to attend scheduled meetings on a regular basis. Summaries of the discussions, along with a record of actions and recommendations made, shall be maintained and provided to the Board. Decisions of the Committee shall be reached by the majority vote of members present and constituting a quorum.

Due to privacy issues, the general public may be excluded from special meetings or that portion of regular meetings when hearings are being held that may result in disciplinary action for property owners.

Quorum Requirements:

A quorum of at least three (3) members (regular or, if insufficient regular members are present, alternate) shall be required to conduct business.

Reporting Requirements:

1. The Chairperson, or a duly appointed representative, shall report periodically to the Board, General Manager or Staff Liaison on the actions of the Committee. Reports may be written, oral, or a combination thereof.
2. November: The Committee Chairperson submits to the Executive Assistant a compilation of all requests received for either initial appointment or reappointment, along with the Committee's recommendation with regard to such requests. The Board reviews the requests and recommendations in November and will take action in December.
3. December: At the regularly scheduled December Board meeting, the Committee shall submit to the Board an agenda of issues the Committee sees as its focus for the upcoming year. This agenda is to be reasonable in scope so as to realize the effectiveness of the Committee and assure completion.
4. January: The Committee shall establish its meeting calendar and elect a Chairperson for the upcoming year. The Committee Chairperson will submit a report to the Executive Assistant indicating the Committee's meeting calendar and elected chairperson. At its regularly scheduled

Board meeting in January, the Board shall approve, disapprove, or modify the Committee's agenda for that year. The Committee's agenda may be changed as circumstances require at the discretion of the Board and after consultation with the Committee.

5. Vacancies: The Committee Chairperson shall advise the Executive Assistant of any membership changes that either have occurred or are anticipated. The Executive Assistant shall communicate the current or pending vacancies to the Communications Department, which shall publish notices of the vacancies in all Association media.

Committee Support:

The Committee Chairperson will direct requests for statistical data or any other type of information needed for the work of the Committee to the Staff Liaison assigned by the General Manager.

AMENDMENTS TO AND TERM OF CHARTER

This Committee shall remain in existence until dismissed by the Board. This Committee Charter shall remain in effect as presented herein until such time as it is amended or revoked by the Board.

BOARD APPROVED

ACTION ON 3-24-13

**TAHOE DONNER ASSOCIATION
ELECTIONS COMMITTEE CHARTER**

VERIFIED *[Signature]*

E.A. - TDA ASSOC.

PURPOSE

Pursuant to the powers vested in the Board of Directors (“Board”) by the Articles of Incorporation, the First Restated Declaration of Covenants and Restrictions, and the Restated Bylaws of TAHOE DONNER ASSOCIATION (“Association”) the Board hereby establishes the ELECTIONS COMMITTEE as a Standing Committee of the Association. The purpose of the Elections Committee (“Committee”) shall be:

- To assure the efficient administration of the elections process
- To certify the eligibility and good standing of candidates volunteering to run for election to the Board
- To monitor the election process to help assure its fairness and impartiality
- Participate in the annual Candidate’s Night(s) as Master of Ceremonies IAW the established schedule

AUTHORITY

The Committee is established under the provisions of:

- Para 5(c), Section VII, Restated Bylaws of Tahoe Donner Association
- Section 1 and Section 2, ARTICLE X, Restated Bylaws of Tahoe Donner Association
- Article VIII, Board Meetings, Restated Bylaws of Tahoe Donner Association
- Resolution 2008-2, Committee Policy, Tahoe Donner Association, Board of Directors

The Committee shall have no authority to act on behalf of the Association, other than to formulate and present recommendations to the Board related to its stated purpose. The scope of the activities of the Committee is entirely at the discretion of the Board. The Committee shall not engage in any activities that have not been requested by the Board either specifically or via the Committee’s annual agenda of issues, which will be set by the Board at each year’s January regular Board Meeting.

MEMBERSHIP AND CHAIRPERSON

The Committee shall consist of 3 regular voting Members and 1 alternate member.

Any Member of the Association who is in good standing, who has a positive interest in contributing to the welfare of the Association, who is prepared to invest the necessary time, and who does not present a conflict of interest, is eligible to apply for appointment to the Committee. Applicants should possess or be willing to invest the time necessary to learn the election process and procedures used in Tahoe Donner Association’s annual election. Directors and their immediate family members are ineligible for appointment.

Co-owners of a property and immediate family members are ineligible to serve simultaneously on the Committee. The Board shall make all appointments to the Committee.

Management shall appoint a Staff Member to serve as an ex-officio, non-voting staff liaison to the Committee whose function is to provide administrative and logistic support, and to facilitate communication between Management, the Committee, and the Board.

Other than when the Board finds an exception, regular and alternate members shall be appointed for a finite term of two years (subject to reappointment). Said terms shall be staggered where practicable in order to promote continuity within the Committee.

All prospective new Committee Members wishing to be appointed, and current Committee Members desiring reappointment, shall submit through the Committee Chair to the Executive Assistant their written request to be a Committee Member stating their interest and willingness to serve on the Committee; all requests shall be forwarded to the Board for approval. Initial applications shall include a brief summary of the applicant's skills, abilities and experiences which the applicant possesses that are relevant to the purpose of the Committee; a brief summary is not required for reappointment applications.

The Committee shall elect, from among its membership, the Committee's Chairperson, who will serve for a period of one year. If no other Committee member is then willing to assume the duties of the Chairperson, the incumbent Chairperson may be reappointed by the Board.

The provisions of the Association's Committee Policy, as set forth in Resolution 2005-8 or subsequent Board action, shall apply to the Committee.

COMMITTEE ADMINISTRATION

Meetings:

Committee meetings shall be at the discretion of the Committee Chairperson, unless otherwise directed by the Board. Normally, meetings shall be held monthly; however, meetings can be held as infrequently as every three months if the Committee's business does not justify more frequent meetings. Meetings are open to all property owners and will be noticed on the Northwoods Clubhouse bulletin board; notice is required by ARTICLE VIII, Restated Bylaws of Tahoe Donner Association. Committee members are expected to attend scheduled meetings on a regular basis. Summaries of the discussions, along with a record of actions and recommendations made, shall be maintained and provided to the Board. Decisions of the Committee shall be reached by the majority vote of members present and constituting a quorum.

Quorum Requirements:

A quorum of at least two (2) members shall be required to conduct business.

Reporting Requirements:

1. The Chairperson, or a duly appointed representative, shall report periodically to the Board, on the actions of the Committee as required. Reports may be written, oral, or a combination thereof.
2. November: The Committee Chairperson submits to the Executive Assistant a compilation of all requests received for either initial appointment or reappointment, along with the Committee's recommendation with regard to such requests. The Board reviews the requests and recommendations in November and will take action in December.
3. December: At the regularly scheduled December Board meeting, the Committee shall submit to the Board an agenda of issues the Committee sees as its focus for the upcoming year. This agenda is to be reasonable in scope so as to realize the effectiveness of the Committee and assure completion.
4. January: The Committee shall establish its meeting calendar and elect a Chairperson for the upcoming year. The Committee Chairperson will submit a report to the Executive Assistant indicating the Committee's meeting calendar and elected chairperson. At its regularly scheduled Board meeting in January, the Board shall approve, disapprove, or modify the Committee's agenda for that year. The Committee's agenda may be changed as circumstances require at the discretion of the Board and after consultation with the Committee.
5. Vacancies: The Committee Chairperson shall advise the Executive Assistant of any membership changes that either have occurred or are anticipated. The Executive Assistant shall communicate the current or pending vacancies to the Communications Department, which shall publish notices of the vacancies in all Association media.

Committee Support:

The Committee Chairperson will direct requests for statistical data or any other type of information needed for the work of the Committee to the Staff Liaison assigned by the General Manager.

AMENDMENTS TO AND TERM OF CHARTER

This Committee shall remain in existence until dismissed by the Board. This Committee Charter shall remain in effect as presented herein until such time as it is amended or revoked by the Board.

TAHOE DONNER ASSOCIATION FINANCE COMMITTEE CHARTER

AUTHORITY

Pursuant to the powers vested in the Board of Directors (“Board”) by the Articles of Incorporation, the Bylaws, and the Covenants and Restrictions of TAHOE DONNER ASSOCIATION (“Association”), the Board hereby establishes the Finance Committee (“Committee”) as a standing committee of the Association.

The Committee is established under the provisions of:

- Section 1, ARTICLE X, Restated Bylaws of Tahoe Donner Association
- Resolution 2008-2, Committee Policy, Tahoe Donner Association Board of Directors, December 20, 2008
- ARTICLE VIII, Board Meetings, Restated Bylaws of Tahoe Donner Association

PURPOSE

The purpose of the Committee shall be to provide financial advice, analysis and information to the Board so as to better enable the Board to make sound business decisions. The issues addressed shall be primarily those of financial significance and will focus on recurring and special tasks.

The Committee shall have no authority to act on behalf of the Association, other than to formulate and present recommendations to the Board related to its stated purpose and assigned tasks. The tasks the Committee may be assigned are entirely at the discretion of the Board. The Committee shall not engage in any activities that have not been requested by the Board either specifically or via the annual task list of the Committee, which will be set by the Board at each year’s January regular Board meeting.

TASKS AND RESPONSIBILITIES

There are two general types of tasks:

- Recurring Tasks; such as the audit, and the annual budget review.
- Special Tasks; such as major capital expenditures.

Additionally, the Committee may recommend to the Board additional tasks provided that no significant Committee action shall occur without Board approval. Such recommendations shall be made through the Board Liaison.

With respect to recurring tasks, the Committee will usually be involved in the following:

- Recommendations to the Board regarding Tahoe Donner Association's major financial policies, such as those dealing with investments, depreciation, capital expenditures, cost allocation, reserve funding and expenditures, financial budgeting & reporting, etc.
- Recommendations to the Board regarding the design of the business planning process. The degree to which the Committee becomes involved in business planning itself will depend upon Board preferences and will be determined and described in the design of the process. Most commonly, the Board will direct the Committee to review aggregate or selective portions of business plans prior to their submission to the Board. It is unlikely that the Committee will be deeply involved in staff's development of individual business plan elements unless the Board specifically requests otherwise.
- Recommendations to the Board regarding the design of the annual budget process. The degree to which the Committee becomes involved in the budget itself will depend upon Board preferences and will be determined and described in the design of the process. Most commonly, the Board will direct the Committee to review aggregate or selective portions of the budget prior to its submission to the Board. It is unlikely that the Committee will be deeply involved in staff's development of individual budget elements unless the Board specifically requests otherwise.
- Periodic analyses for the Board of financial trends. Although a formal analysis of each month's financial statements is not expected, the Board expects the Committee to be reviewing monthly statements and would welcome any significant observations from the Committee.
- Recommendations to the Board regarding selection of an auditor, an analysis for the Board of the auditor's reports and monitoring of any required corrective actions.

When the Board is considering special tasks, the following circumstances would make Committee support more appropriate:

- When a Board decision will be "financially driven" rather than be driven by the general preferences of the Tahoe Donner community.
- When the analysis of the issue is especially complex.
- When the Committee has members with special expertise on which the Board can draw.
- When there is sufficient time to put an issue through the committee process, rather than an issue that has arisen so urgently that the Board must act alone.

The tasks of the Committee shall *not* include the following:

- Direct or indirect involvement in the daily operations of Tahoe Donner Association.
- Interactions with management or staff except when arranged through the General Manager or the DFA.
- Interference in the traditional relationship between the Board and the General Manager.

COMMITTEE ADMINISTRATION

Organization

The Committee shall consist of six (6) regular, voting members. There may also be up to four (4) alternate, non-voting members. Alternate members are encouraged to attend all meetings

and participate in Committee decisions, but may only vote if an insufficient number of regular members are present to constitute a quorum.

There shall be at least one non-voting Board Liaison to the Committee. Liaisons shall be Board Members chosen by the Board to attend Committee meetings and whose primary function shall be to facilitate communications between the Board and the Committee. Additionally, the Director of Finance and Accounting (DFA) shall serve as ex officio, non-voting member.

In support of the Committee's purpose for the Board, the General Manager, the DFA and/or other staff members (as appropriate) will attend all or part of most Committee meetings. Other staff participation shall be at the discretion of the Committee and the Committee shall always be respectful of the limited time and other responsibilities of staff.

Membership

Any member of the Association who is in good standing, who has a positive interest in contributing to the welfare of the Association, who is prepared to invest the necessary time, and who does not present a conflict of interest, is eligible to apply for appointment as a member of the Committee. Members who possess experience in such areas as finance, accounting, investment, insurance, real estate, business planning and general management will be given preference in appointment to the Committee. Directors and their immediate family members are ineligible for appointment. Co-owners of a property and immediate family members shall be ineligible to serve simultaneously on the Committee. The Board shall make all appointments to the Committee.

Other than when the Board finds an exception, regular and alternate members shall be appointed for a finite term of two years (subject to reappointment). Said terms shall be staggered where practicable in order to promote continuity within the Committee.

All prospective new committee members wishing to be appointed, and current Committee members desiring reappointment, shall submit to the Executive Secretary a written request stating their interest in serving on the Committee; all such requests shall be forwarded to the Board. Initial applications shall include a brief resume of the applicant's talents or experience which is relevant to the contribution that the applicant can bring to the Committee; a brief resume is not required for reappointment applications.

Election of Committee Chair

The Committee shall elect, from among its membership, the Committee Chair ("Chair"), who will serve for a period of one year. If no other Committee member is then willing to assume the duties of the Chair, the incumbent Chair may be reappointed by the Board.

Meetings:

Committee meetings shall be at the discretion of the Chair, unless otherwise directed by the Board. Meetings shall be held monthly; however, additional meetings may be necessary and may be scheduled by the Chair. Meetings are open to all property owners and will be noticed on the Northwoods Clubhouse bulletin board; notice is required by Restated Bylaws of Tahoe Donner Association, ARTICLE VIII. Committee members are expected to attend scheduled

meetings on a regular basis. A quorum of at least five (5) members (regular, or if insufficient regular members are present, alternate) shall be required to conduct business. Summaries of the discussions, along with a record of actions and recommendations made, shall be maintained and provided to the Board. Recommendations of the Committee shall be reached by the majority vote of members present and constituting a quorum.

Attendance at Board meetings is not required, but is strongly encouraged. In general, Members are expected to stay abreast of significant issues at Tahoe Donner using all reasonable means available.

Communications:

Effective communication and teamwork shall be facilitated in the following manner:

- The Committee and the Board shall agree upon an Annual Tasks List to be addressed by the Committee. This list may be changed as circumstances require at the discretion of the Board and after consultation with the Committee.
- A concise written report of each Committee meeting shall be given to the Board in advance of each Board meeting. Such reports shall be first circulated to Committee members and other meeting participants for comments and/or approval.
- The Board Liaison, or in his or her absence the presiding Board member, shall promptly give written instructions to the Chair notifying the Committee of formal Board decisions or instructions regarding Committee tasks. Board members shall not otherwise provide instructions to individual Committee members. In addition to providing official Board decisions and directives, the Board Liaison shall facilitate communications by helping the Committee interpret Board policy and goals
- The Committee shall provide written reports and recommendations on specific issues to the Board after consideration and approval by the Committee. Committee members shall not otherwise make reports or recommendations to the Board or to individual Board members.
- Coordination between other Association committees is encouraged when deemed necessary or appropriate to accomplish the Committee's purpose.

Reporting Requirements:

The Chair, or a duly appointed representative, shall report periodically to the Board, General Manager or Staff Liaison on the actions of the Committee. Reports may be written, oral, or a combination thereof.

November: The Committee Chair submits to the Executive Assistant a compilation of all requests received for either initial appointment or reappointment, along with the Committee's recommendation with regard to such requests. The Board reviews the requests and recommendations in November and will take action in December.

December: At the regularly scheduled December Board meeting, the Committee shall submit to the Board an agenda of issues the Committee sees as its focus for the upcoming year. This agenda is to be reasonable in scope so as to realize the effectiveness of the Committee and assure completion.

January: The Committee shall establish its meeting calendar and elect a Chair for the upcoming year. The Chair will submit a report to the Executive Assistant indicating the Committee's meeting calendar and elected Chair. At its regularly scheduled Board meeting in January, the Board shall approve, disapprove, or modify the Committee's agenda for that year. The Committee's agenda may be changed as circumstances require at the discretion of the Board and after consultation with the Committee.

Vacancies: The Chair shall advise the Executive Assistant of any membership changes that either have occurred or are anticipated. The Executive Assistant shall communicate the current or pending vacancies to the Communications Department, which shall publish notices of the vacancies in all Association media.

Committee Support:

The Chair will direct requests for statistical data or any other type of information needed for the work of the Committee to the Staff Liaison assigned by the General Manager.

TERM OF CHARTER AND AMENDMENTS

This Committee Charter shall remain in effect as presented herein until such time as it is amended or revoked by the Board. This Committee shall remain in existence until dismissed by the Board.

APPROVAL

Approval of the Investment Policy and any changes, amendments, or modifications thereafter, may only be accomplished at a properly noticed meeting of the Board.

ACCEPTED AND DATE: January 22, 2016

Courtney Murrell, Board Secretary

ACTION ON Feb. 27, 2016

VERIFIED Lee A. Gray

**TAHOE DONNER ASSOCIATION
GENERAL PLAN COMMITTEE CHARTER**
E.A. - TDA ASSOC.

AUTHORITY

Pursuant to the powers vested in the Board of Directors ("Board") by the Articles of Incorporation, the Bylaws, and the Covenants and Restrictions of TAHOE DONNER ASSOCIATION ("Association"), the Board hereby establishes the General Plan Committee ("GPC" and "Committee") as a standing committee of the Association.

The GPC is established under the provisions of:

- Section 1, ARTICLE X, Restated Bylaws of Tahoe Donner Association
- Resolution 2008-2, Committee Policy, Tahoe Donner Association Board of Directors, December 20, 2008
- ARTICLE VIII, Board Meetings, Restated Bylaws of Tahoe Donner Association

The Committee shall have no authority to act on behalf of the Association, other than to formulate and present recommendations to the Board related to its stated purpose. The range of tasks assigned to the Committee is entirely at the discretion of the Board. The Committee shall not engage in any tasks that have not been requested by the Board either specifically or via the annual tasks of the committee, which will be set by the Board at each year's January regular Board meeting. The GPC may recommend to the Board the addition of tasks not previously approved provided that no significant action occurs without Board approval.

PURPOSE

The purpose of the GPC shall be to maintain the General Plan, consisting of Amenity Master Plans, a rolling five-year Capital Funds Projection and an overview of the guidelines for developing and preserving our community in accord with the core values expressed in the Board's Strategic Plan. The General Plan was established to address changing conditions facing the Association and those determined to be necessary to maintain, upgrade or replace and effectively operate the common facilities and common areas belonging to the HOA. It is a planning document to be published and made available to the Tahoe Donner membership. The GPC shall provide information, analysis and advice to the Board to better enable the Board to make sound capital improvement decisions from the Development and Replacement Reserve Funds. The Development Fund (DF) is a reserve account used to finance capital improvement projects; including real estate acquisitions, building upgrades and additions, and building replacements that do not qualify for funding from the Replacement Reserve Fund (RRF). The DF is used in conjunction with the reserves provided by the RRF to execute capital improvement projects identified in the General Plan.

TASKS AND RESPONSIBILITIES

It is critical to understand needs, desires and priorities of the Tahoe Donner membership as assessed through a variety of feedback mechanisms, such as: membership surveys, Town Hall Meetings, Focus Groups, TahoeDonner.com feedback, Staff Input, etc. Feedback mechanisms to be utilized and required board approval, if needed, will be determined on a project to project basis.

General categories of tasks are:

- Capital Project Requests, as forwarded by the General Manager, Board Liaison and GPC Chair to the GPC for consideration. A Project Task Force will be established to work with and assist the DCP in outlining all facets of the project that impact capital funding. Those may include: Project Objectives, Scope, Value to Members, Environmental Impact, ADA Compliance, Energy Impact, Customer Service Levels, etc. The Finance Committee shall be consulted, as needed, in regards to Financial Impact.
- Amenity Master Plans shall be documented and maintained to provide a long range view of capital improvement needs. Task Forces will be established to work with and assist the DCP in preparing such plans.
- Gathering Membership Feedback through appropriate mechanisms, as mentioned previously, for timely and effective information regarding amenity capital improvement needs.
- Special projects as assigned by the Board and/or General Manager.

With respect to recurring projects, the GPC will usually be involved in the following:

- Recommendations to the Board regarding specific Capital Projects requiring use of Development and/or Replacement Reserve Funds.
- Recommendations to the Board on the design of capital improvement project processes.
- Recommendations to the Board regarding GPC and DCP prepared Amenity Master Plans.

The scope of the GPC tasks shall not include the following:

- Direct or indirect involvement in the daily operations of Association.
- Interactions with management or staff except when arranged through the General Manager or DCP.
- Interference in the traditional relationship between the Board and the General Manager.

The GPC shall consider six criteria, as well as estimated costs and funding availability, in recommending priorities for capital projects to the BOD for review and approval:

- Needs or demands of members in relation to amenity replacement or improvement to an existing amenity.

- Compliance - Required by ADA, Building Codes, environmental and other legal mandates,
- Asset Protection - Required to maintain existing amenities in good condition (applies primarily to the physical condition of the amenity).
- Financial Prudence - Required to generate additional revenue necessary to maintain existing amenities in good condition.
- Customer Service – Amenity enhancement intended to enhance user experience.
- Environmental Stewardship - Preserves or enhances condition of Tahoe Donner's natural resources and overall physical environment.

COMMITTEE ADMINISTRATION

Organization

The Committee shall consist of 9 regular, voting members. There may also be up to 2 alternate, non-voting members. Alternate members are encouraged to attend all meetings and participate in Committee decisions, but may only vote if an insufficient number of regular members are present to constitute a quorum.

There shall be at least one non-voting Liaison from both the Board and Finance Committee to the GPC. Liaisons shall attend GPC meetings and their primary function shall be to facilitate communications between the Board/Finance Committee and the GPC. Additionally, the Director of Capital Projects (DCP) shall serve as the Staff Liaison, a nonvoting member.

Membership

Any member of the Association who is in good standing, who has a positive interest in contributing to the welfare of the Association, who is prepared to invest the necessary time, and who does not present a conflict of interest, is eligible to apply for appointment as a member of the Committee. Members who have background or experience in long range planning, construction/project management, environmental and/or analytics/financial expertise will be given preference in appointment to the Committee. Directors and their immediate family members are ineligible for appointment. Co-owners of a property and immediate family members shall be ineligible to serve simultaneously on the Committee. The Board shall make all appointments to the Committee.

Other than when the Board finds an exception, regular and alternate members shall be appointed for a finite term of two years (subject to reappointment). Said terms shall be staggered where practicable in order to promote continuity within the Committee.

All prospective new committee members wishing to be appointed, and current Committee members desiring reappointment, shall submit to the Executive Assistant a written request stating their interest in serving on the Committee; all such requests shall be forwarded to the Board. Initial applications shall include a brief resume of the applicant's talents or experience which is relevant to the contribution that the applicant can bring to the Committee; a brief resume is not required for reappointment applications.

Vacancies: The Committee Chair shall advise the Executive Assistant of any membership changes that either have occurred or are anticipated. The Executive Assistant shall communicate the current or pending vacancies to the Communications Department, which shall publish notices of the vacancies in all Association media.

Election of Committee Chair

The Committee shall elect, from among its membership, the Committee's Chair, who will serve for a period of one year. If no other Committee member is then willing to assume the duties of the Chair, the incumbent Chair may be reappointed by the Board.

The provisions of the Association's Committee Policy, as set forth in Resolution 2005-8 or subsequent Board action, shall apply to the Committee.

Communications

- There shall be an annual joint meeting of the GPC with the Board, Finance Committee and Management, during the operating budget process, to discuss long-range amenity capital needs. Capital Project Requests and/or updates of Amenity Master Plans may be directed as a result of this meeting.
- Quarterly the GPC Meeting will address the following:
 - a. General Manager will provide an update on Capital Project Requests for consideration.
 - b. DCP will provide an updated five-year rolling Capital Funds Projection for GPC Review. An approved CFP will be forwarded to the Board for their approval and then posted on TahoeDonner.com.
 - c. Director of Finance will review activity and balances for both the Development and Replacement Reserve Funds.
 - d. Director of Operations will provide a quarterly report on amenity usage analytics.
- Monthly meetings shall allow for membership input on capital improvement ideas as well as updates from Task Force Chairs about projects under consideration and/or Amenity Master Plan Updates. The DCP shall provide an update on all capital projects and other appropriate capital funding information.
- A concise written report of each GPC meeting shall be given to the Board in advance of each Board meeting. Such reports shall be first circulated to Committee members and other meeting participants for comments and/or approval.
- The GPC shall provide written reports and recommendations on specific issues to the Board after consideration and approval by the Committee. Committee members shall not otherwise make reports or recommendations to the Board or to individual Board members.

Meetings

Committee meetings shall be at the discretion of the Committee Chair, unless otherwise directed by the Board. Normally, meetings shall be held monthly; however, meetings can be held as infrequently as every three months if the Committee's business does not justify more frequent meetings. Meetings are open to all property owners and will be noticed on TahoeDonner.com; notice is required by ARTICLE VIII, Restated Bylaws of Tahoe Donner Association. Committee members are expected to attend scheduled meetings on a regular

basis. A quorum of at least five (5) members (regular or, if insufficient regular members are present, alternate) shall be required to conduct business. Summaries of the discussions, along with a record of actions and recommendations made, shall be maintained and provided to the Board. Decisions of the Committee shall be reached by consensus or a majority vote of members present and constituting a quorum.

Attendance at Board Meetings is not required, but is strongly encouraged. In general, GPC Members are expected to stay abreast of significant issues at Tahoe Donner using all reasonable means available.

Reporting Requirements

The Chair, or a duly appointed representative, shall report periodically to the Board, General Manager or Staff Liaison on the actions of the Committee. Reports may be written, oral, or a combination thereof.

November: The Committee Chair submits to the Executive Assistant a compilation of all requests received for either initial appointment or reappointment, along with the Committee's recommendation with regard to such requests. The Board reviews the requests and recommendations in November and will take action in December.

December: At the regularly scheduled December Board meeting, the Committee shall submit to the Board an agenda of issues the Committee sees as its focus for the upcoming year. This agenda is to be reasonable in scope so as to realize the effectiveness of the Committee and assure completion.

January: The Committee shall establish its meeting calendar and elect a Chair for the upcoming year. The Committee Chair will submit a report to the Executive Assistant indicating the Committee's meeting calendar and elected Chair. At its regularly scheduled Board meeting in January, the Board shall approve, disapprove, or modify the Committee's agenda for that year. The Committee's agenda may be changed as circumstances require at the discretion of the Board and after consultation with the Committee.

Committee Support

The Committee Chair will direct requests for statistical data or any other type of information needed for the work of the Committee to the Staff Liaison assigned by the General Manager.

TERM OF CHARTER AND AMENDMENTS

This Committee Charter shall remain in effect as presented herein until such time as it is amended or revoked by the Board. This Committee shall remain in existence until dismissed by the Board.

BOARD APPROVED: February 27, 2016



Courtney Murrell, Board Secretary

BOARD APPROVED

ACTION ON *Sept 27 2014*

VERIFIED *Bessie A. Atkins*

**TAHOE DONNER ASSOCIATION
GIVING FUND OPERATING AND GRANT COMMITTEE
CHARTER**

PURPOSE

Pursuant to the powers vested in the Board of Directors ("Board") by the Articles of Incorporation, the Bylaws, and the Covenants and Restrictions of TAHOE DONNER ASSOCIATION ("Association"), the Board hereby establishes the Tahoe Donner Association Giving Fund Operating and Grant Committee ("Committee") as a standing committee of the Association:

The purpose of the Committee shall be to assist the Board in the administration of the Tahoe Donner Giving Fund. Committee duties and activities are discussed below.

AUTHORITY

The Committee is established under the provisions of:

- Section 1, ARTICLE X, Restated Bylaws of Tahoe Donner Association
- Resolution 2008-2, Committee Policy, Tahoe Donner Association Board of Directors, December 20, 2008
- ARTICLE VIII, Board Meetings, Restated Bylaws of Tahoe Donner Association

The Committee shall have no authority to act on behalf of the Association, other than to formulate and present recommendations to the Board related to its stated purpose. The scope of the activities of the Committee is entirely at the discretion of the Board. The committee shall not engage in any activities that have not been requested by the Board either specifically or via the annual agenda of the Committee, which will be set by the Board at each year's January regular Board meeting.

MEMBERSHIP AND CHAIRPERSON

The Committee shall consist of up to seven (7) regular, voting members. There may also be up to five (5) alternate, non-voting members. Alternate members are encouraged to attend all meetings and participate in Committee decisions, but may only vote if an insufficient number of regular members are present to constitute a quorum.

Any member of the Association who is in good standing, who has a positive interest in contributing to the welfare of the Association, who is prepared to invest the necessary time, and who does not present a conflict of interest, is eligible to apply for appointment as a member of the Committee. Members who possess experience in such areas as non-profit administration, finance, accounting, investment, insurance, real estate, business planning and general management will be given preference in appointment to the Committee. Directors and their immediate family members are ineligible for appointment. Co-owners of a property and immediate family members shall be

ineligible to serve simultaneously on the Committee. The Board shall make all appointments to the Committee.

There shall be at least one non-voting Board Liaison to the Committee. Liaisons shall be Board Members chosen by the Board to attend Committee meetings and whose primary function shall be to facilitate communications between the Board and the Committee. Additionally, the Director of Marketing shall server as ex officio, non-voting member.

In support of the Committee's purpose for the Board, the General Manager, the Director of Marketing and/or other staff members (as appropriate) will attend all or part of Committee meetings when requested. Staff attendance shall be at the discretion of the Committee and the Committee shall always be respectful of the limited time and other responsibilities of staff.

Other than when the Board finds an exception, regular and alternate members shall be appointed for a finite term of two years (subject to reappointment). Said terms shall be staggered where practicable in order to promote continuity within the Committee.

All prospective new committee members wishing to be appointed, and current Committee members desiring reappointment, shall submit to the Executive Assistant a written request stating their interest in serving on the Committee; all such requests shall be forwarded to the Board. Initial applications shall include a brief resume of the applicant's talents or experience which is relevant to the contribution that the applicant can bring to the Committee; a brief resume is not required for reappointment applications.

The Committee shall elect, from among its membership, the Committee's Chairperson, who will serve for a period of one year. If no other Committee member is then willing to assume the duties of the Chairperson, the incumbent Chairperson may be reappointed by the Board.

The provisions of the Association's Committee Policy, as set forth in Resolution 2008-2 or subsequent Board action, shall apply to the Committee.

COMMITTEE ADMINISTRATION

Scope of Activities and Responsibilities:

1. The scope of activities is contained in the AUTHORITY paragraph above; however, the Committee may recommend to the Board that the Committee address additional issues provided that no significant Committee action shall occur without Board approval. Such recommendations shall be made through the Board Liaison.
2. There are 2 general categories of activities -
 - a) Administration of the Tahoe Donner Giving Fund in conjunction with the Tahoe Truckee Community Foundation
 - b) Special projects related to fund raising events and marketing for TDGF

3. With respect to Administration of the TDGF, the Committee will usually be involved in the following:
 - a) Preparation of an Annual Fund Raising Plan and Budget for Board approval. The Plan should detail all fund raising activities for the coming year, expectations of funds to be raised, expected volunteers needed to execute the plan, any resources of the Association required, source of reimbursement for Association costs and other operating expenses expected for the year. The Plan may be revised throughout the year as situations demand.
 - b) Preparation of an Annual Marketing and Communication Plan to support the Fund Raising Plan.
 - c) Interaction with the Tahoe Truckee Community Foundation as needed to ensure all of their administrative, fund raising and grant making policies are adhered to by the TDGF.
 - d) Conduct Grant Cycles supported by the Tahoe Truckee Community Foundation. Determine the specific grant philosophy for each cycle. Recommend grants to be made to the Association Board for approval.
 - e) Report periodic analyses of the financial status of the TDGF, including an Annual Report of Fund Raising and Grants to detail the results of the annual cycle for funds raised, expenses incurred and grants made compared to budget as well as investment results on funds at the Tahoe Truckee Community Foundation and their associated fees.
 - f) Recommendations to the Board regarding enhancements to the TDGF process.
4. Special Projects are anticipated for fund raising events within the Association. These will be defined in the Fund Raising Plan described above and approved by the Board prior to execution.
 - a) It is expected that the Tahoe Donner Giving Fund will utilize one or more fund raising events in an annual cycle.
 - b) The goal of such events would be to raise money for the Fund and also provide for opportunities for the Association members to engage socially.
 - c) In support of such events, the Committee shall appoint an Event Chair and solicit such volunteers as needed to execute the event.
 - d) Events will be managed by the Committee and to the extent they involve Association staff or resources, the Association shall be reimbursed for such costs.
5. The scope of the Committee activities shall *not* include the following:
 - a) Direct or indirect involvement in the daily operations of Tahoe Donner Association.
 - b) Interactions with management or staff except when arranged through the General Manager or the Director of Marketing.
 - c) Interference in the traditional relationship between the Board and the General Manager.

Communications:

Effective communication and teamwork shall be facilitated in the following manner:

1. The Committee and the Board shall agree upon an Annual Agenda of issues to be addressed by the Committee. This agenda may be changed as circumstances require at the discretion of the Board and after consultation with the Committee.
2. A concise written report of each Committee meeting shall be given to the Board in advance of each Board meeting. Such reports shall be first circulated to Committee members and other meeting participants for comments and/or approval.
3. The Board Liaison, or in his or her absence the presiding Board member, shall promptly give written instructions to the Committee Chair notifying the Committee of formal Board decisions or instructions regarding Committee activities. Board members shall not otherwise provide instructions to individual Committee members. In addition to providing official Board decisions and directives, the Board Liaison shall facilitate communications by helping the Committee interpret Board policy and goals
4. The Committee shall provide written reports and recommendations on specific issues to the Board after consideration and approval by the Committee. Committee members shall not otherwise make reports or recommendations to the Board or to individual Board members.
5. Coordination with other Association committees is encouraged when deemed necessary or appropriate to accomplish the Committee's purpose.

Meetings:

Committee meetings shall be at the discretion of the Committee Chairperson, unless otherwise directed by the Board. Meetings shall be held according to a schedule needed for the annual cycle of the Fund. Meetings are open to all property owners and will be noticed on the Northwoods Clubhouse bulletin board; notice is required by ARTICLE VIII, Restated Bylaws of Tahoe Donner Association. Committee members are expected to attend scheduled meetings on a regular basis. Summaries of the discussions, along with a record of actions and recommendations made, shall be maintained and provided to the Board. Decisions of the Committee shall be reached by the majority vote of members present and constituting a quorum.

Attendance at Board meetings is not required, but is strongly encouraged. In general, Members are expected to stay abreast of significant issues at Tahoe Donner using all reasonable means available.

Quorum Requirements:

A quorum of at least three (3) members (regular or, if insufficient regular members are present, alternate) shall be required to conduct business.

Reporting Requirements:

1. The Chairperson, or a duly appointed representative, shall report periodically to the Board, General Manager or Staff Liaison on the actions of the Committee. Reports may be written, oral, or a combination thereof.
2. November: The Committee Chairperson submits to the Executive Assistant a compilation of all requests received for either initial appointment or reappointment, along with the Committee's recommendation with regard to such requests. The Board reviews the requests and recommendations in November and will take action in December.
3. December: At the regularly scheduled December Board meeting, the Committee shall submit to the Board an agenda of issues the Committee sees as its focus for the upcoming year. This agenda is to be reasonable in scope so as to realize the effectiveness of the Committee and assure completion.
4. January: The Committee shall establish its meeting calendar and elect a Chairperson for the upcoming year. The Committee Chairperson will submit a report to the Executive Assistant indicating the Committee's meeting calendar and elected chairperson. At its regularly scheduled Board meeting in January, the Board shall approve, disapprove, or modify the Committee's agenda for that year. The Committee's agenda may be changed as circumstances require at the discretion of the Board and after consultation with the Committee.
5. Vacancies: The Committee Chairperson shall advise the Executive Assistant of any membership changes that either have occurred or are anticipated. The Executive Assistant shall communicate the current or pending vacancies to the Communications Department, which shall publish notices of the vacancies in all Association media.

Committee Support:

The Committee Chairperson will direct requests for statistical data or any other type of support needed for the work of the Committee to the Staff Liaison assigned by the General Manager. The 'Work of the Committee' is defined as those tasks under paragraph 3 under Scope of Activities and Responsibilities. As mentioned earlier, staff support for Special Projects (i.e., events, marketing materials, mailings, etc.) will be subject to reimbursement to the Association for costs involved.

AMENDMENTS TO AND TERM OF CHARTER

This Committee shall remain in existence until dismissed by the Board. This Committee Charter shall remain in effect as presented herein until such time as it is amended or revoked by the Board.

2017 Tahoe Donner Committee Goals



Architectural Standards Committee Goals

1. Review and possibly recommend clarifications/enhancements to Architectural Standards Rules including but not limited to:
 - Update the Rules to reflect current operating practice, including the new Maintenance Rules, Coverage calculations and clotheslines.
 - Review the current fee schedule for major and minor projects.
 - Review the current Project Extension policy and fees.
 - Analyze the current CC&R's to identify items for updating or deletion.
 - Review current operations procedures.
2. Perform regular architectural standards projects review and approvals as outlined in the committee's charter.

2017 Tahoe Donner Committee Goals



Covenants Committee Goals

1. Continue to monitor and enforce all Covenants rules.
2. Rewrite, to clarify, some of the form letters that are sent to members about rules infractions.

Elections Committee Goals

1. Assure the efficient administration of the election process for 2017 Tahoe Donner Elections.
2. Certify the eligibility and good standing of candidates volunteering to run for the election to the Board of Directors.
3. Monitor the election process to help assure its fairness and impartiality.
4. Participate in Annual Candidate's Night; recruit Master of Ceremonies and facilitate the process in conjunction with that individual.
5. Participate in any candidate Meet and Greet nights.
6. Complete orientation of new committee member and continue efforts to recruit another permanent member as well as an alternate member.

Finance Committee Goals

Recurring Tasks

1. Review monthly financial performance of the Association.
2. Review Annual Budget and participate in the review process.
3. Review year-end balances/activity:
 - Operating Funds
 - Capital Funds
4. Assist with Annual Report and Audit.
5. Coordinate with the General Plan Committee – i.e. impact of General Plan proposed projects.
6. Maintain Financial Policies and Resolutions:
 - Review and update the following resolutions:
 - 2011 – 3A Delinquent Assessment Accounts
 - 2012 – 1 Development Fund Policy
 - 2012 – 5 New Machinery and Equipment Fund Policy
7. Review/participate in 2017 Golf Rate Schedule (Feb)
8. Review Golf Course Financial Operations (Fall)
9. Assist with selection of Auditor (every 3 years – 2017)

Special Projects (As Directed by the Board)

1. Compensation Study of Top 5 Compensated Employees – to be completed by March 31, 2017.
2. Communication document regarding long-term Tahoe Donner Financial Overview – to be completed by March 31, 2017.
3. Review 2017 Reserve Study Update and Plan expenditure projects

2017 Tahoe Donner Committee Goals



Finance Committee Membership

1. Fill any Committee membership vacancy with qualified candidate(s).

General Plan Committee Goals

Association Master Plan

1. Complete and gain Board approval for the Association Master Plan (AMP) for the 2017 to 2037 period. The AMP will:
 - Provide a picture of Tahoe Donner today.
 - Delineate the trends that are likely to influence Tahoe Donner's future.
 - List the Board approved policies that guide future choices and decisions.
 - Portray a vision of Tahoe Donner in 2037.
 - List the capital investment decisions recommended to achieve the 2037 Tahoe Donner vision.

Communication

1. Coordinate with the Tahoe Donner Communications Department to communicate to members the:
 - a. Association Master Plan
 - b. Major Capital Investment decisions

Capital Projects Process

1. Review the Capital Projects Process and implement improvements as indicated by the review.
2. Carry out at least two Project Reviews.

Capital Projects Plans

2017 Tahoe Donner Committee Goals



1. Form Task Force groups for each of the projects underway in the Capital Projects Process.
2. Report projects process monthly through the Capital Projects at a Glance and through General Plan Committee meeting minutes.

Tahoe Donner Giving Fund Committee Goals

TD♥CARES

1. Establish and market the TD♥CARES giving campaign that will connect our fellow Tahoe Donner homeowners and residents to our mission to do good in the community.

Ambitious and Obtainable Goals

1. In seven (7) years, provide \$100,000 in grants and scholarships within our community.

Events

1. Seek opportunities for interaction with Tahoe Donner residents to establish presence and awareness of the Tahoe Donner Giving Fund.
2. Host one major fund raising dinner each year.
3. Be present at the following events to provide members the opportunity to make donations should they wish to:
 - Annual Dinner
 - Pizza on the Hill
 - Tahoe Donner New Member Meet & Greets
 - 4th of July Weekend Concerts
 - ACAC Concert Series
 - Truckee Thursdays Trout Creek Shuttle Shop
 - Annual Meeting/Annual Member Event – June 2016
 - Tahoe Donner Club partnerships
 - Casual In-Home Gatherings for High-Level Donors
 - Future Family Event (tie-in with Tahoe Donner event)

2017 Tahoe Donner Committee Goals



Contributed Income

1. For our year-end “Grants Fund” solicitation, we will send email or snail mail appeals to current and lapsed donors, including concert ticket buyers, dinner attendees, and place inserts in the November Annual Assessment.
2. Continue *Tahoe Donner News* and *Summer Fund Guide* advertisements.
3. Launch in 2017 a recognition program for donors giving \$1,000 or more annually.
4. Seek to engage businesses in our community to sponsor events and help promote the Giving Fund and TD♥CARES.

Policies

1. Establish formal policy for Tahoe Donner Giving Fund to limit administrative expenses operations to percentage of funds collected.
2. Obtain sponsorships to cover costs and insure that future committee members will adhere to these guidelines.