

WEDGEFIELD PLANTATION ASSOCIATION POLICY MANUAL

SECTION IV

ASSOCIATION GOVERNMENT

1. POLICIES REGARDING BEHAVIOR OF THE WPA BOARD, STAFF, AND COMMITTEES

All Board members shall adhere to the following: Code of Ethics, Conflict of Interest Statement and Confidentiality Agreement.

1.01 **Code of Ethics:**

Directors shall act with scrupulous good faith and candor. They will avoid even the perception of conflicts of interest, favoritism, and acting out of Self-interest.

Directors shall uphold and safeguard the Bylaws, Conditions, Covenants and restrictions, and Policies governing the Wedgefield Plantation.

A “Code of Ethics” form is to be signed by each Director. See Appendix IV-1.

1.02 **Conflict of Interest:**

A “Conflict of Interest Statement” form is to be signed by each Director. See Appendix IV-2.

1.03 **Confidentiality Statement:**

A “Confidentiality Agreement” form is to be signed by each Director, the staff, and committee members that may have access to confidential WPA membership information. See Appendix IV-3

1.04 No personal business is to be conducted in the WPA office. (Rev. 10/18/16)

2. MONTHLY BOARD MEETINGS

2.01 **Regularly Scheduled Meetings:**

Regular board meetings shall be held on the 3rd Tuesday of each month as is permissible by achievement of a quorum. The time, location and dates for the meeting will be published regularly in the “Wedgefield Wragg” and posted on the Association Bulletin Board.

2.02 **Association Members Attendance at Board Meetings:**

A property owner has the right to attend and observe a Board meeting, but not the right to interject or interfere in Board discussion or voting.

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2.0 **Association Members Requesting to Speak at a Regular Monthly Board Meeting:**

A property owner has the right to be placed on the agenda by notifying the President one week prior to the Board meeting and to inform the President of the subject to be addressed under the following guidelines:

1. Resident speakers will be permitted after the meeting is called to order and quorum is verified.
2. No more than two resident speakers shall be recognized.
3. Each speaker shall have five minutes to address the Board and time will be called either by the President or Secretary.
4. The Board may or may not respond to the presentation.
5. This segment of the meeting shall not exceed 20 minutes.

3. **ANNUAL MEETING**

3.01 The Annual Members Meeting shall be held on the 3rd Saturday of November as is permissible by achievement of a quorum of the Directors and one-third (1/3) of the total eligible members in good standing either in person or by proxy. The annual election of Board members will take place at this meeting.

3.02 Proposed Bylaw changes will be voted on at the Annual Meeting.

4. **RE-ORGANIZATIONAL BOARD MEETING**

As soon as possible following the Annual Meeting, the new Board of Directors shall meet to perform the following:

4.01 Elect the President, Vice President, Corporate Secretary, and Treasurer. These positions will comprise the Executive Board.
See Job Descriptions in Appendix IV-4, IV-5, IV-6, IV-7.

4.02 Approve the appointment of all committees: (The President may name the Chairperson).

- a. Architectural Review
- b. Communications
- c. Community Liaison
- d. Compliance
- e. Condo Liaison
- f. Drainage
- g. Election
- h. Finance
- i. Landscaping (Rev 4/21/26)
- j. Legal
- k. Nominating
- l. Roads/Safety

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- m. Water Amenities
- n. Welcome
- o. Plant, Property, & Equipment (PP&E) (Rev. 4/21/26)

4.03 Approve the individuals authorized to sign checks and maintain investment accounts.

4.04 Provide new Board members with the information to help them become acclimated to their new positions. Such information should include:

- . Current governing documents: (1) Conditions, Covenants and Restrictions, (2) Bylaws and (3) Policy Manual
- . Description of their committee assignment, if applicable
- . Information regarding current contracts, such as grounds maintenance, insurance carrier, etc.
- . Information on current projects approved and pending
- . Information on future known issues needing to be dealt with
- . Information on pending legal issues

4.05 Establish and approve a calendar of events for the Association for the upcoming year and publish in the Wedgefield Wragg and on the Web Site. This information should include:

- . Dates for each regular monthly Board meeting
- . Date for the annual election
- . Dates for all key events connected with the annual election
- . Dates for completing Association assessment payments/payment plan
- . Dates for other key events

5. **BOARD AND COMMITTEE JOB DESCRIPTIONS**

It shall be the policy of the WPA to provide job descriptions, as feasible, for all Board and committee positions, subject to change.

6. **NOMINATING COMMITTEE (June):**

The President shall appoint and the Board shall approve a Nominating Committee consisting of three (3) to five (5) members, a majority of which must be from the general membership. The President shall appoint the Chairperson of the committee. All appointees to this committee shall be WPA members in good standing.

6.01 **Five Months Prior to the Annual Meeting**

The President's appointment of the Nominating Committee Chairperson shall be presented at the regular scheduled monthly Board meeting in June. It shall also be published in the next issue of the Wedgefield Wragg.

6.02 **Four Months Prior to the Annual Meeting (July):**

The Nominating Committee shall meet to perform the following duties:

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- . Determine the number of Board positions to be filled.
- . Establish the cutoff date before which candidates must apply for the Board positions.
- . Post a sign outside the office showing the number of Board positions to be filled and the cutoff date for accepting applications.
- . Inform potential candidates they must submit an application stating their qualifications and experience.
- . Verify candidates are in good standing. (If a candidate does not meet this requirement, they will be notified and their candidacy is voided until the requirement is satisfied.)
- . Interview prospective candidates.
- . Announce at the next regular monthly meeting, the names of the prospective candidates.
- . Obtain from each prospective candidate a brief synopsis outlining their qualifications which will be published in the Wedgefield Wragg and the Annual Election mailing.

6.03 **Three Months Prior to the Annual Meeting (August):**

At the August regular monthly meeting, the Nominating Chairperson shall submit the final report of the candidates to the Board. The President shall immediately provide the candidates' names and synopsis to the Election Committee and announce the candidates at the Monthly Meeting.

7. **ELECTION COMMITTEE**

The Election Committee is composed of a chairperson (the WPA Secretary) and eight or more WPA members with the following stipulations:

- . The Committee should be representative of the entire WPA.
- . Each Committee member must be a WPA member in good standing.
- . Each Committee member must be appointed by the Committee Chairperson and approved by the Board at the August board meeting.
- . No member of the Election Committee, nor any member of their family, may appear on the ballot.
- . In the event, the Secretary is running for the Board, the other Board members must appoint an alternate Chairperson.
- . Each member of the Election Committee should sign a Confidentiality Agreement and should agree to keep all information pertaining to the election confidential.

The Election Committee is responsible for two functions associated with the Annual Election:

1. The generation of materials, assembly of materials into an Annual Election Information packet, and the mailing of one packet to each WPA property owner. These packets shall be mailed not less than twenty (20) days nor more than fifty (50) days prior to the date of the annual meeting. The packets will be deemed to be delivered when deposited in the U.S. Mail to the members at the addresses on the records of WPA. Each packet includes a Proxy Ballot which, if returned and postmarked ten(10) days prior to the designated election day, may be used to cast a property owner's vote.

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After this ten day post mark cutoff, property owners wishing to vote will have to do so in person at the annual meeting.

The content of each packet is listed in Appendix IV-9 along with processing instructions.

2. After the packets are mailed, the office clerk tracks each packet that is returned due to mailing address error (to be rectified if possible) and keeps all Proxy Ballots returned unopened in a secure location. A record is also maintained for all Proxy Ballots received.

Within fourteen days of the election date, the Committee will attend a training meeting.

Five days prior to the annual meeting, the Committee will meet to process all Proxy Ballots that have been received.

At the annual meeting, the Election Committee dispenses paper ballots, assists with the meeting startup, collects the paper ballots, and counts both Proxy and paper ballots. The Committee chairperson announces the election results. The Committee's responsibility is completed when the box containing all Proxy and paper ballots along with the tally sheets are sealed for future storage.

The Corporate Secretary will announce the final voting results to those attending the annual meeting.

7.01 **Six Months Prior to the Annual Meeting (May):**

The Committee Chairperson/ Secretary shall secure quarters in which to hold the Annual Meeting capable of seating at least 200 residents.

7.02 **Three Months Prior to the Annual Meeting (August):**

7.02.01 Proposed Bylaw changes must be submitted by August 1.

7.02.02 The Committee Chairperson/ Secretary shall coordinate with the office clerk the ordering of election supplies.

7.03 **Two Months Prior to the Annual Meeting (September):**

The Election Committee shall start assembling the materials for the annual meeting packet. The contents of each packet is given in Appendix IV-9

1. The Secretary must check labels to assure each property owner has been included.
2. Mailing envelopes and proxy return envelopes must be affixed with labels. The return envelope will be addressed to the Corporate Secretary at the WPA, and have the property owner's return address and a postage stamp affixed.
3. The Corporate Secretary shall complete a "Declaration of Service" form stating the packets were mailed in a timely manner. Refer to Appendix IV-8

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7.04 **Two Weeks Prior to the Annual Meeting:**

The Secretary shall contact the WPA office clerk to determine how many proxies have been returned. If envelopes were returned due to incorrect address or received late, every attempt should be made to notify the member that voting must be done in person at the Annual Meeting.

7.04.01 The Proxy Ballots are to remain UNOPENED, date stamped on the return envelope, logged in by the office clerk, and placed in a Proxy Ballot collection box in a safe place. Late Proxy Ballots are to be considered UNACCEPTABLE for processing and are to be placed in a special envelope.

7.04.02 Prepare for meeting refreshments:

- . Get two or three people to be responsible for refreshments at the meeting.
- . Assure we have cups, sugar, cream, tea, spoons, napkins, coffee (regular and decaf) donuts, etc.
- . Assure we have access to the meeting site.
- . Enlist helpers to arrive early to set up chairs & tables as needed.

7.05 **One Week Prior to the Annual Meeting:**

The Corporate Secretary shall select an Inspector(s) of Elections to verify the tally of the votes cast in person and by proxy. This person(s) shall be ratified by the membership at the Annual Meeting.

7.05.01 The Proxy Ballot processing by the entire Election Committee shall proceed as follows:

1. Create a special envelope marked (UNACCEPTABLE – NOT IN GOOD STANDING). All proxy ballots received that are not in good standing will be unopened and placed in this envelope.
2. The unopened Proxy Ballots may be arranged alphabetically by property owners surname.
3. Open each acceptable Proxy Ballot to determine validity. Check for signature. Staple envelope to the Ballot. A master sheet prepared by the office clerk will be marked indicating the property owner has voted by Proxy.
4. The Secretary shall check each proxy to assure the voting member is in good standing. If the member gives permission for the Secretary or someone else to vote as their proxy on issues during the annual meeting, a total of each person designated will be determined and each person notified as to how many proxy votes they have.

7.06 **Day of Annual Meeting:**

Members of the Election Committee will man a registration table and all property

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owners attending the Annual Meeting will check in. If an owner has not voted by Proxy, they will receive a ballot and will be asked to sign the roster. No proxies will be accepted from members attending the meeting. If a member has voted by Proxy, they cannot be given their Proxy back in order to vote in person.

All Proxy votes will be included in determining a quorum has been met for the Meeting.

- 7.06.01 Immediately after the collection of the ballots, the Inspector(s) of Election and the tellers shall retire to a secure site and begin counting and tabulating the results of the ballots. Once all tellers agree as to the out-come, the results shall be noted on the "Tally Sheet". The sheet shall be signed by all of the tellers. All Proxies and ballots shall be sealed in a manila envelope addressed to the Corporate Secretary. The "Election Results Form" shall be immediately forwarded to the Corporate Secretary who shall announce the results of the vote count.

The sealed envelope containing the Proxies, ballots, and "Election Results Form" shall be retained for a period of one year. It may be opened only with formal approval of the Board due to a written request from a member of the Association.

8. VACANCY, REPLACEMENTS, REMOVAL & RESIGNATIONS OF DIRECTORS

- 8.01 Vacancy, Replacements and Removals will be performed in accordance with Bylaw Article VII, Section 3, paragraph b & c.
- 8.02 Resignations will be conducted per Bylaw VII, Section 4.

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Appendix IV-1

CODE OF ETHICS

Directors shall act with scrupulous good faith and candor. They will avoid even the perception of conflict of interest, favoritism and acting out of self-interest.

Directors shall uphold and safeguard the By-laws, Conditions, Restrictions and Policies governing Wedgefield Plantation Association

Signature: _____

Date: _____

Board Member _____

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Appendix IV- 2

CONFLICT OF INTEREST STATEMENT

1. **Gifts and Gratuities:** Board Members and their families are not to accept gifts, gratuities, personal property or any other item of value from any outside person or organization as an inducement or reward for provided products or services to Wedgefield Plantation Association.

2. **Outside Business, Professional and Personal Interests:** We recognize that Board Members have outside business, professional and personal interests. Board Members, however, may profit in any way in their outside business, professional or personal interests from their association with Wedgefield Plantation Association. During Board meetings, members must disclose any conflict of interest involving an issue before the board, and abstain from discussion or voting on the issue.
(Rev. 6/17/14)

3. **Personal Beliefs:** We recognize that the Board Members may hold a wide range of personal beliefs, values and commitments. These beliefs, values and commitments become a conflict of interest if they prevent Board Members from carrying out their Board responsibilities and/or if the Board Member's relationship with Wedgefield Plantation Association is used to further these beliefs and commitments.

I agree to support the above Conflict of Interest Statement for Wedgefield Plantation Association.

Board Members Name (Print)

Board Members Signature

Date

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Appendix IV-3

CONFIDENTIALITY AGREEMENT

Wedgefield Plantation Association has policies and procedures regarding confidentiality and the protection of information from inappropriate and/or unlawful disclosure. When data is collected and aggregated, individual member confidentiality is protected. All staff and volunteers (board and committee) agree in writing to maintain member confidentiality. Information concerning member status, and financial and other personal information is processed for each individual member through the Wedgefield Plantation Association office and is an important part of Wedgefield Plantation Association business. CONFIDENTIALITY IS ESSENTIAL!

I understand that any member information to which I have access, through verbal knowledge, access to records, or through attendance at board meetings is privileged and shall be held in strict confidence. Member information will only be shared with appropriate Wedgefield Plantation Association personnel.

Board/Staff Name: _____

Date: _____

Board/Staff, Signature: _____

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PRESIDENT- JOB DESCRIPTION

The role of the association President is wide in scope. The ultimate goal of the Board of Directors is to increase the overall standard of living of the membership and to increase the value of the property within the association. The President is charged with leading this effort.

An Overview of the President's Role:

1. The President is tasked with working closely with the other Board members, property manager, and membership to determine the overall goals of the association.
2. The President may sign with the Secretary, or any other proper officer of the Association authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized and directed to be executed.
3. The President must have a good understanding of the association's governing documents.
4. In the broad view, the President is responsible for the association's fiscal well being. This includes the collection of assessments, guiding the budget process, and making sure reserves are adequately funded.
5. The President is charged with making sure there is adequate insurance coverage to protect the association from liability and other hazards.
6. The President finds and develops potential volunteers and future association leaders.
7. As necessary, the President maintains a close working relationship with the property manager and other association vendors to make certain of the efficient operation of the association.
8. The President presides at board meetings and other association meetings. The President prepares meeting agenda and makes certain that proper voting procedures are used.
9. As the representative of the association, the President must be an effective communicator.

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Appendix IV-5

VICE PRESIDENT- JOB DESCRIPTION

The Role of the association Vice President assumes duties as defined by the Board of Directors and the associations governing documents.

1. The Vice President is charged with all the powers which are required to perform the duties of the association President in the absence of the President.
2. The Vice President works very closely with the President in establishing association goals for the future.

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APPENDIX IV-6

SECRETARY- JOB DESCRIPTION

The association Secretary is charged with maintaining the records and protecting the association from liability.

1. The Secretary records meeting minutes and board resolutions. The Secretary affixes the association's corporate seal to legal documents and verifies the signature's on those documents. The Secretary verifies the proxies for the association's annual meeting or any special meetings of the association. The Secretary is charged with maintaining all of the association's records and distributing accordingly.

2. The association Secretary's duties are classified into:

Recording Secretary and Filing Secretary- Recording Secretary is the taking of minutes and recording of corporate Resolutions.

The Filing Secretary is the function of maintaining all the records of the association and disposing of old records.

3. The recording function is taking meeting minutes, drawing up resolutions, making sure the minutes are approved, and distributing approved minutes. Minutes are definitely not detailed transcription of what was discussed; minutes should reflect what was accomplished.
4. The Secretary may sign with the President, or any other proper officer of the Association authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized and directed to be executed.

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APPENDIX IV-7

TREASURER-JOB DESCRIPTION

The Treasurer is the financial voice of the Board of Directors and the association. The roll of the treasurer is crucial to the smooth operation of the association. The Treasurer is charged with ensuring the financial well-being of the association.

1. The Treasurer has the overall responsibility for the association's funds and securities and is responsible for keeping full and accurate financial records. This does not mean the Treasurer physically has to perform accounting tasks, but just ensure they are being done.
2. The primary duties of the Treasurer are reviewing the financials and preparing the annual budget. Other duties can include signing letters of engagement for reviews or audits of the financials by a third party public accountant. The Treasurer is responsible for giving the financial report at the association's annual meeting. The Treasurer makes sure the federal and state tax returns are filed in a timely manner.
3. The Treasurer is responsible for the preparation of the association's annual budget. The Treasurer does not necessarily compile the actual budget, but should work closely with the Board and supporting accounting staff to insure the budget is reasonable and ready to present to the Board of Directors for review and approval at the annual meeting.
4. The Treasurer's role at the annual meeting is limited to a brief financial report. This financial report should be an overview of the financial condition of the association.
5. The Treasurer should take an active role in the search and selection of an independent CPA firm to review or audit the financials. The Treasurer is the Board's liaison to the association's independent auditor.
6. The Treasurer is charged with monitoring the collection of delinquent accounts. The Treasurer should insure the association's management company and attorney are pursuing delinquent accounts efficiently and within the collection guidelines prescribed by the Board of Directors.
7. The Treasurer must insure funds are invested to maximize the yield to the association and are invested in approved investment vehicles. The governing documents of the association specify how funds are to be invested.

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Appendix IV-8

Declaration of Service

I, _____, WPA Board Secretary, as required by the Wedgefield Plantation Association Bylaws declare that on _____, proxies and an Annual Meeting Packet were mailed to addresses of record to all members.

WPA Board Secretary- Printed

WPA Board Secretary- Signature

Date

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ANNUAL ELECTION PACKET

The Wedgefield Plantation Association Annual Election Packet shall include:

- 1) A Notice of Annual Meeting Cover Letter. This letter must include: date, time, and location. Also a list of enclosures should be noted with the instructions if a packet has an item missing, the office clerk should be contacted immediately.

The letter should state, the doors will open one hour prior to the meeting time for registration to obtain a ballot. If an owner votes by proxy, they will not receive a ballot at the meeting.

This letter should also state, the proxy must be postmarked a minimum of ten days prior to the election. If proxies are not submitted by the deadline, the member will be required to vote in person at the annual meeting. All proxies must be the original included in the packet. No copies will be accepted.

- 2) President's Report.
- 3) Candidates' Bio's.
- 4) Proxy Ballot.
- 5) Statement of "Voting Rights" per Article IV Section 3.
- 6) Annual Budget.
- 7) Stamped Return Envelope.