

The Terraces Homeowners Association Board Members Job Descriptions

Synopsis: The following is a set of job descriptions for the board members of the Terraces HOA. In addition to board members, job descriptions are also be written for the ancillary posts, such as block captains. I have also added the description of the work to be done by architectural committee.

The first part of the board member job description, consists of an excerpt from the publication “**The Law of Florida Homeowners Associations**” which is a standard set of descriptions for all HOAs in the State of Florida.

The second part consists of any specific elements of the job description that we may wish to add for our specific HOA. The Job descriptions follow.

President: The president of the homeowners association is traditionally vested with all the powers generally given to the chief executive officer of a corporation. While specific bylaw provisions may vary the president's duties, it is generally presumed that he or she will preside at all meetings of the board of directors and the membership. The president will execute contracts approved by the board and other documents in the name of the association as its agent. When signing documents, the president should indicate the capacity in which he or she is signing to avoid any personal liability since the president's signature, under most circumstances, will bind the homeowners association under the doctrine of inherent powers.

The president also assumes general charge of the day-to-day administration of the association and has the authority to authorize specific actions in furtherance of the board's policies. As chief executive officer, the president serves as spokesperson for the board of directors in most matters relating to general association business. Like all officers of the association, the president has an affirmative duty to carry out the responsibilities of the office in the best interests of the association. The president serves at the will of the board of directors and can be removed with or without cause at anytime by majority vote of the full board. The president cannot, without specific board approval, borrow funds in the name of the association or otherwise act beyond the scope of the authority established by the Homeowners association documents and board of directors. The president does have the inherent authority to appoint committees to advise him and to advise the board. The president also has the authority to appoint certain officers to assist him with his duties such as vote tellers, inspectors of elections, sergeants at arms and a temporary secretary or recorder unless the bylaws otherwise make some provision for selection of these positions.

President - Addendum for the Terraces HOA:

- Support other board members in the execution of their duties. This consists of a broad category of support activities and include but are not limited to: support for the secretary during the preparation for elections; support for the treasurer in the preparation of budgets; and support for the vice president for any activities that the vice president may organize.

The Terraces Homeowners Association Board Members Job Descriptions

- Maintain the HOA website. At the present the president maintains the website. The president can maintain the website or designate someone else to carry out that duty with the board's approval. This stipulation has been added to cover the possibility that a future president may be unable to perform this task.
- Provide directions for the board to follow-up on any tasks that may be required or that may arise during board meetings.

Secretary: The bylaws or the board of directors are required to delegate to one of the officers responsibility for preparing notice for all meetings of the board and the membership and authenticating the records of the association. Customarily, such responsibilities are delegated to the secretary. The position of secretary is not simply a clerical position, however. In many cases, the secretary will not actually keep the minutes of the meetings but will be responsible for obtaining someone who will do so as a recorder or assistant secretary. As the custodian of the minutes and the other official records of the association, the secretary is responsible for ensuring access to those records by members and their authorized representatives. The homeowners association is authorized to adopt and use a "corporate seal". When the secretary has been delegated the responsibility for authenticating records of the homeowners association, the verification customarily occurs by affixing a signature and placing the corporate seal on the appropriate document. By example, when the signature of the president binds the corporation, and the secretary, as custodian of the seal, verifies the president's authority, the secretary does so by signing or attesting to the president's signature and placing the corporate seal on the appropriate document.

Secretary – Addendum for The Terraces HOA:

- Organize the election process
- Provide notification of all board meetings to all homeowners
- Issue minutes for all board meetings.
- Issue newsletters as may be required to notify homeowners of important issues affecting the community, as well as requests for support related grounds keeping, beautification, and other issues as may arise.

Treasurer: The treasurer is traditionally the custodian of the funds, securities, and financial records of the association. When the association has a manager or other employee that actually handles the funds, then the treasurer's duties will include overseeing the appropriate employees to ensure that the financial records and reports are properly kept and maintained. Unless the bylaws otherwise specify, the treasurer is responsible for coordinating the development of the proposed annual budget and for preparing and giving the annual financial report. The treasurer does not have the authority to bind the association or the board of directors when dealing with third parties unless the board has provided express authority for the treasurer to do so. As with the association's

The Terraces Homeowners Association Board Members Job Descriptions

secretary, the treasurer does not have to actually perform the day-to-day record-keeping functions of the association, but the treasurer will ultimately be responsible to make sure that the financial records of the homeowners association have been maintained properly in accordance with good accounting practices.

Treasurer – Addendum for the Terraces HOA

- Issue invoices for the collection of dues.

- Provide advice to the board on financial matters, including investments, the need for dues increases, and actions as may be require on delinquent homeowners.

Vice President: The vice president of the homeowners association is vested with all of the powers which are required to perform the duties of the association president in the absence of the president. The vice president does not automatically possess inherent powers to act in the capacity of chief executive and may act for the president only when the president is actually absent or otherwise unable to act. The vice president may assume such additional duties as are defined or assigned by the board of directors of the association.

In many communities, the vice president will be assigned specific areas of responsibility which may include overseeing the care and maintenance of the grounds and buildings, the recreational properties or other association properties. The vice president may also be designated to serve as the executive director or the employee manager for the association. Each of these duties must be specifically conveyed by the board of directors upon the vice president, and the scope of this authority and responsibility should be defined in writing and placed in the minutes or in the bylaws of the homeowners association.

Vice President – Addendum for the Terraces HOA

- In our community the vice president has been traditionally charged with chairing the architectural committee. At the present time we do not have such a committee.

- In the absence of an architectural committee, the board must act as one.

- I propose that the vice president form an architectural committee or that he appoint someone else as architectural committee chairperson and support said person in the formation of an architectural committee.

Architectural Committee: The primary responsibility of the architectural committee is the architectural control of structures in the community. The following is the relevant excerpt from the covenants which cover architectural control:

“ARTICLE V - ARCHITECTURAL CONTROL

SECTION 1: No building, fence, wall, or other structure shall be commenced, erected or maintained upon the property, nor shall any exterior addition to or change or alteration therein be made until the plans

The Terraces Homeowners Association Board Members Job Descriptions

and specifications showing the nature, kind, shape, height, materials and location of the same shall have been submitted. to and approved in writing as to harmony of external design and location in relation to surrounding structures and topography by the Board of Directors of the Association, or by an architectural committee composed of three (3) or more representatives appointed by the Board. In the event said Board, or its designated committee, fails to approve or disapprove such design and location within thirty (30) days after said plans and specifications have been submitted to it, approval will not be required and this Article will be deemed to have been fully complied with.”

Registered Agent and Office: The registered agent is a ministerial officer of the homeowners association, and it is an officer that is required of all corporations in Florida. In addition to naming a registered agent, each homeowners association must also maintain a registered office for the corporation, although it does not need to be the same as the association's place of business. The registered agent receives all formal service of legal papers on behalf of the association, including all lawsuits.

The registered agent is an important link for the homeowners association since many formal and important communications will be received by this association officer. When these communications or documents are received, they must be brought immediately to the attention of the board of directors. The registered agent must be aware of the responsibilities of the office, and the board of directors may desire to assign this responsibility to a member of the current board or to the association's legal counsel.

The name of the registered agent and the street address of the registered office can be changed by the board of directors at any time by simply filing written notice with the Division of Corporations. The address for the registered office of the association must be a street address. A post office box is not acceptable. The new registered agent must sign the change in designation, acknowledging and accepting the responsibilities of the position.

Note: At the present time Marcos Sola Cruz acts as registered agent for the HOA

Other Officers: The homeowners association shall have such other officers as are provided for in the articles of incorporation, and such officers and assistant officers as may be authorized by the association bylaws or the board of directors. Other officers may include an assistant secretary, additional vice presidents, or other positions which will serve merely as agents to carry out specific association responsibilities. These other officers will help divide the responsibilities of the association into manageable categories, and each office can be assigned specific authority by the board of directors to carry out the assigned duties and responsibilities.

The responsibilities of supplemental association officers may include the authority to sign liens, demand letters, and checks for the association. They may include the authority to

The Terraces Homeowners Association Board Members Job Descriptions

manage the day-to-day maintenance responsibilities for the association or other specific activities sanctioned by the board. Custom allows third parties to rely on agents and officers of the association. A commitment made in the normal course of business by agents and officers may bind the association. When creating additional offices, the board should specify, in writing, the scope of authority for the office and the specific duties and responsibilities of the officer. The limits imposed upon the officer's authority should also be expressed.

Other Officers: Addendum for the Terraces HOA

Block Captains: Block captains will be appointed by the board to perform the following duties:

- Advise the board on issues that affect the neighborhood. This may include problems that other homeowners in their block may bring to their attention in addition to their own observations on the state of the neighborhood.
- Support the board in the execution of their duties. This may include support during board meetings, elections, and other HOA events.
- Support the distribution of printed materials such as election notifications, meeting minutes, newsletters and other printed materials as may become necessary.

Scope of Authority: The officers and agents of the homeowners association must carry out their duties within the scope of authority conferred upon the office. The relationship between an officer and the association is that of principal and agent. When the officer is acting on the homeowners association's behalf and within the scope of his or her authority, the association is bound by the acts of the officer or agent. Individual association members or members of the public at large acting in good faith may rely on the "real" or "apparent" authority of an officer to bind the homeowners association.

The "real" authority of an association officer is that which is expressly set out in the association's bylaws or in resolutions of the board of directors and which is actually known to the party dealing with the officer. The apparent authority of an officer is grounded in the doctrine of estoppel. It arises when the homeowners association allows or causes others to believe the officer has such authority through its actions or representations. It may exist or arise from the very nature of the office itself. Through an officer's authority, real or apparent, the association makes its financial commitments, enters into contracts for service, and otherwise carries on the business of the association.

Resignation and Removal: Any officer of the homeowners association may resign at any time by delivering his or her written resignation to the association. The resignation is effective when the notice is delivered by the officer unless the notice specifies a later effective date. When the resignation is effective at a later date, the vacant office may be filled before the effective date of the resignation provided the successor does not take

The Terraces Homeowners Association Board Members Job Descriptions

office until the vacancy is effective. An officer of the association may be removed by the board of directors at any time with or without cause. An officer or assistant officer appointed by another officer may likewise be removed at any time with or without cause by the officer of the homeowners association who made the appointment.