

## DVCA COMMITTEE BY-LAWS

Revised January 25, 2010

- I. The name of this committee is The Recreation Center Committee.
- II. The purpose of this committee is to assist the Board in Providing social and recreational events which consider the needs and interests of the community.
- III. Membership in this Committee is open to any person 18 years of age or older, who is a member in good standing in the Deerfield Village Community Association. "Voting" members are those persons who have attended at least 3 of the 5 most recent Regular meetings (unless absences have the prior approval of a majority of the committee). There can only be one voting member per lot. For those members with more than one lot, there is only one vote per person. All other members are "Non-Voting" members.

All members should avoid conflicts of interest (as defined in the "DVCA Code of Ethics" and copied with "Trustee" modified to "Member" below) and promptly inform the committee of the material facts as to the relationship or interest that may create a conflict of interest.

- IV. The Committee should have a Chairman, Vice-Chairman, and Secretary. A Chairman is required. Term of office is one (1) year. An individual may hold office for no more than three (3) consecutive terms unless an exception is given by the board. Elections are to be held at the January Committee meeting.

The Chairman and Vice Chairman of the Committee must be "Voting" members as described in III above, unless an exception is given by the DVCA board.

If during the year the Chairman resigns, the Vice-Chairman will fill the Chairman's unexpired term, and will appoint a committee member to fill the unexpired term of the Vice-Chairman. If during the year the Vice-Chairman or Secretary resigns, the Chairman will appoint a Committee member to fill the unexpired terms.

Any election or change in chairmanship requires the new Chairman to be submitted to the DVCA Board for approval at their next regular meeting. A chairman of a committee and a trustee cannot reside in the same member household.

- V. The Committee must meet at least once per month at a regularly scheduled meeting. A regular meeting date and/or time may be changed or cancelled only if it is approved by a majority vote of the committee at a prior meeting and there must be public notice (DVCA office, newsletter and website) given of such change. Special meetings may be called by the Chairman with a minimum of 72 hours notice to all voting members and the DVCA Board Trustee Representative. Special meetings should be communicated to the DVCA office for public posting at the office and on the web.

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To hold a vote, there must be a quorum of 51% of the members, but not less than three (3) voting members. Proxy votes are not allowed.

### VI. RULES OF ORDER

A. The Chairman will provide an agenda of topics to the attendees of the meeting. Any resident of Deerfield Village may attend the meeting. Any resident may contact the Chairman prior to the meeting and enter an item of discussion on the agenda. The Chairman will introduce each topic for discussion, guide the discussion and bring the discussion to a conclusion. All attendees shall be permitted to express their views on a topic. Only "Voting Members" can make motions and vote.

A member will not be allowed to speak or vote on any matter in which there is a conflict of interest;

B. Rule will be by majority vote. A phone in vote will be allowed at the meeting if a voting member cannot attend due to a conflict. A speakerphone at the meeting will be required for a phone vote to be held. If the minority voters wish to enter a dissenting view, that view will be recorded in the minutes of the meeting.

VII. The By-laws may be amended once in a twelve month period and cannot conflict with the DVCA By-Laws or Articles of Incorporation. To pass, an amendment must receive a 2/3rds majority vote of the Voting Members. Any changes to the By-Laws will be submitted to the DVCA Board for approval

### **Conflicts of Interest**

A Member shall be considered to have a conflict of interest if:

(a) such Member has an interests in a transaction which might reasonably impair such Member's independent, unbiased judgment in the discharge of his or her responsibilities to DVCA or

(b) such Member is aware that a member of his/her family (which for the purposes of this Article shall be a spouse, parents, siblings, children, and any other relative, or any other person that resides in the same household as the Member), or any organization in which such Member (or member of his or her family) is an officer, director, employee, member, partner, or Member, or has a controlling interest, or has an existing or potential financial or other interest that is or may be involved in a transaction with DVCA.

All Members shall avoid conflicts of interest, and disclose to the Board any conflict of interest at the earliest practicable time. No Member shall speak on any matter under consideration at a Board meeting without first disclosing the conflict of interest; and no Members shall vote on any matter in which there is a conflict of interest. The minutes of such meeting shall reflect that a disclosure was made and that the Member abstained from voting. Any Member who is uncertain

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whether a conflict of interest may exist in any matter may request the Board to resolve the question by majority vote.

All Members shall preserve and protect the confidentiality of all private and proprietary information concerning DVCA.

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Original Revision: Approved Nov 26, 2007 and made effective in January, 2008

Amendment 1 - Jan 25, 2010 - added "The Chairman and Vice Chairman of the Committee must be "Voting" members as described in III above, unless an exception is given by the DVCA board." to section IV.