

CONSENT RESOLUTION
OF
CERES GLEANN HOMEOWNERS ASSOCIATION, INC.
BUSINESS OPERATION COMMITTEES CHARTER:

WHEREAS, the undersigned are the Directors of **Ceres Gleann Homeowners Association, Inc.**, an Oregon Non-Profit corporation; and

WHEREAS, the undersigned wish to take the action as hereinafter set forth pursuant to the Oregon Non-Profit Corporation Act and the Oregon Planned community Act; and

WHEREAS, Article 3.a. of the Ceres Gleann Homeowners Association, Inc.'s Bylaws provides that "the affairs of the Association shall be governed by a Board of Directors".

WHEREAS, Article 4. Of the bylaws provides that the Board of Directors "shall have the general authority and responsibility for the conduct of the business and affairs of the Association".

WHEREAS, Article 4.q. of the Bylaws states the Board shall have the power to "Appoint the Architectural Committee and such other committee(s) as it deems appropriate to carry out its purposes".

WHEREAS, the Board of Directors deems it necessary and desirable and in the interest of the individual lot owners and the Association to establish eight (8) Business Operations Committees (i.e. commonly referred to as the "Standing Committees") to advise and assist the Board in the management of the Associations business affairs and in protecting the property values within the community.

NOW, THEREFORE, The Board of Directors resolves that the following eight (8) Business Operations Committees be established, having the following attachments containing the Business Operations Committees terms of reference:

BE IT RESOLVED, this resolution and the following attachments: 1) **Exhibit A titled "Business Operations Organizational Flowchart for Ceres Gleann Home Owners Association, Inc. 2013-2014"**; 2) **Exhibit B titled "Ceres Gleann Homeowners Association, Inc. HOA Business Operations Overview Statement; and, 3) Exhibit C Packet containing an individual "Statement of Purpose" for the each of the Ceres Gleann Business Operations Committees as presented to the HOA Board at the January 2, 2014 Combination Board/TAC Meeting** are approved and adopted by the Board of Directors and will be filed in the Ceres Gleann HOA Corporate Records Files located in the HOA Community Center.

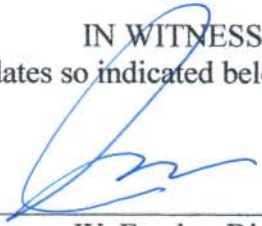
BE IT FURTHER RESOLVED, that the officers, agents and Directors of the Corporation are hereby authorized to execute any and all documents and to carry out the appropriate

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actions, which they may determine to be reasonably necessary, to effectuate such resolution.

This resolution shall be effective upon its passage.

IN WITNESS WHEREOF, the undersigned have hereunto executed this document on the dates so indicated below.



James W. Fowler, Director

2-5-14

Date



Ron Hannegan, Director

2/4/2014

Date



Michael Stewart, Director

2-4-14

Date

Exhibit A
Business Operations Organization Flowchart for
Ceres Gleann Homeowners Association, Inc.
2013-2014

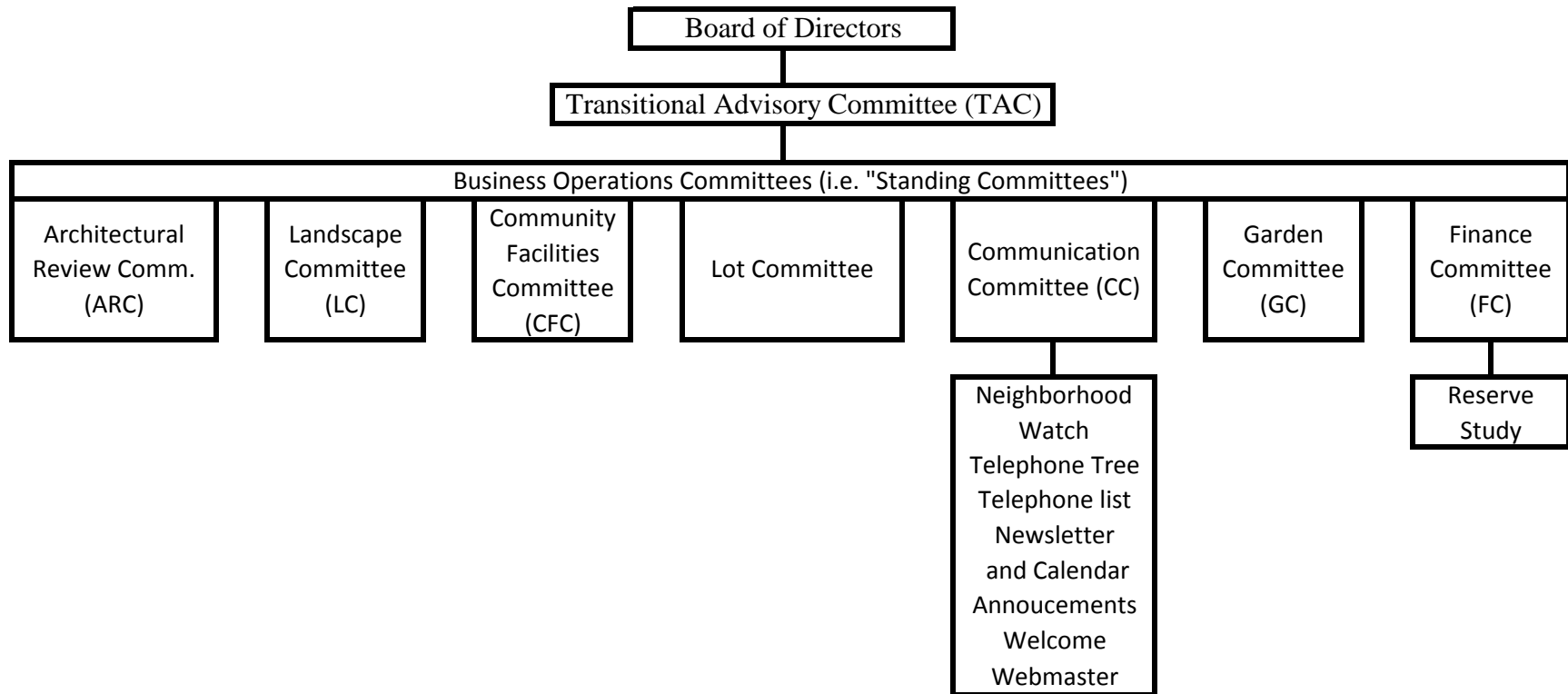


Exhibit B

Ceres Gleann Homeowners Association, Inc.

HOA Business Operations Overview Statement

The Ceres Gleann Homeowners Association, Inc. is an Oregon Non-Profit Corporation and wishes to take the following action as set forth pursuant to the Oregon Non-Profit Corporation Act and the Oregon Planned Community Act. The Ceres Gleann Homeowners Association, Inc. business operations have been structured with a Board of Directors and several Business Operations Committees (commonly referred to as “the HOA’s Standing Committees”) to support the “self-managed” organization. The Ceres Gleann Homeowners Association, Inc. Board of Directors is responsible for managing the Ceres Gleann HOA business affairs and for protecting the property values within +55 Ceres Gleann Community by ensuring the visual appearance of the community projects a thought of “well maintained”.

Any Business Operations Committee’s (i.e. Standing Committees) scope of responsibilities maybe altered or the committee may be eliminated if the Board of Directors determines the changes will be in the best interest of the HOA Business Operation. All such changes must be documented by utilizing the resolution process.

HOA Business Organization General Structure Statement:

Ceres Gleann Homeowners Association, Inc. has established and approved the following Business Operations Committees (i.e. “Standing Committees”) to perform the business operational responsibilities documented in their individual committee “Statements of Purpose”:

- Transitional Advisory Committee (TAC)
- Architectural Review Committee (ARC)
- Landscape Committee (LC)
- Community Facilities Committee (CFC)
- Communications Committee (CC)
- Finance Committee (FC)
- Garden Committee (GC)
- Lot Committee

Notes:

Prior to the “transition phase” being completed:

- The TAC reports to the Board of Directors;
- All of the above listed committees, other than the TAC, report to the TAC; and,
- There will be a TAC Liaison assigned to each of the business operation committees. The TAC Liaison is responsible for attending their assigned business operation committee meetings and for ensuring a quality

communications path between the Board, TAC and the business operations committees.

- A declarant representative will occupy one voting member position on the ARC Committee.

Once the “transition phase” is completed:

- The TAC Committee will be disbanded and all previous TAC responsibilities will become the responsibilities of the Board; and,
- All other the Business Operations Committees will report to the HOA Board of Directors.

The Communications Committee has the following sub-committees reporting to it:

- Announcements and Reminders
- Calendar
- Newsletter
- Phone Tree
- Website Masters
- Welcome Committee
- Telephone Listing
- Neighborhood Watch

The Finance Committee works with a contracted Professional Reserve Study Specialist or Analyst to ensure the HOA reviews and/or updates the HOA Reserve Study and Common Area Maintenance Plans annually, so that the TAC & Board are supplied with the proper information to justify any changes in the Annual Reserve Assessment Fee.

The Community Facilities Community provides oversight of the community center facility usage by being the single focal point for scheduling all events.

The current member makeups of the Business Operations Committees (“Standing Committees”) are listed on the last page of the monthly HOA Newsletter.

General Business Operation Committees Statement:

Authority:

The Committee and Committee Chair shall have the authority to request proposals and information directly relating to the specific Committee’s responsibilities from contractors without the Board prior approval.

The committee Chair shall have the authority to request Committee budget and Reserve Fund Funding information directly relating to the specific Committee’s responsibilities from the Finance Committee.

Membership:

Committee Chairs & members serve in a volunteer capacity and receive no compensation.

All business operation committees are to be made up of volunteer homeowners in good standing who have filled out the Ceres Gleann HOA Committee Homeowner Volunteer Form.

Prior to “transition phase” being completed:

- Declarants may serve as Committee members; and,
- TAC solicits Committee member appointment recommendations from the Committee chair; reviews the potential committee volunteers; and, communicates their recommendation to the Board of Directors.
- The Board appoints Committee Members
- The Board selects a TAC member to serve as the TAC Liaison to the Committee.

Once the “transition phase” is completed:

The HOA Board of Directors shall:

- Solicit Committee member appointment recommendation from the Committee Chair
- Appoint Committee members
- Selects a Board member to serve as the Board Liaison to the Committee.

Number of Members:

Each Business Operation Committees shall consist of a minimum of three (3) and a maximum of seven (7) members.

Sub-Committees reporting to an HOA Business Operations Committee need only to have a sufficient number of members to fulfill the sub-committees “statement of purpose”. The related HOA Business Operations Committee Chair needs to appoint a Committee member as a backup for each of its’ related sub-committees.

Terms:

The Committees shall comply with the following terms:

- Committee members shall serve a term of three (3) years and may be appointed for consecutive terms without limit.
- In an effort to promote continuity, terms should be staggered so that one-third or the closest number to one-third of the Committee membership is appointed or reappointed each year.
- Terms of the Committee members will begin on January 1 and end on December 31 (i.e. same as the HOA Fiscal Year term).
- The Committee chair shall be a member of the Committee, shall be appointed annually by the Board. The Committee shall designate a Vice-Chair who shall be appointed by the Board. Meetings without the presence of the Chair are not anticipated; however, should such an occasion occur, the Vice-Chair shall lead the meeting.
- Committee members can be removed at any time by a majority vote of the Board.
- The Committee may be disbanded at any time by a majority vote of the Board.

General Committee Guidelines:

All Business Operations Committees must have a Chairperson, a Vice-Chair and a Secretary from within their volunteer members. This is so that there is a stable committee structure; focal points to create necessary business paperwork/reports; and, to establish committee contact points when HOA business needs dictate it. While the Board elects a Chair, the committee may nominate a member for the Chair position.

All Committee related business forwarded for consideration must be supported (approved) by a quorum of the current Committee membership.

All Business Operations Committees (i.e. “Standing Committees”) are encouraged to utilize the resolution process requiring Board approval of any changes or updates to existing HOA or Committee documentation.

All Business Operations Committees (i.e. “Standing Committees”) need to have their next year’s request for general operating budget funding to the Finance Committee by August 1st each year. This is necessary to support the general operating practice in which the Board approves the next year’s HOA General Operating Budget by November 15th of each year, in order that the homeowners can be notified of the next year’s HOA Assessments by December 1st of each year.

All Business Operations Committees (i.e. “Standing Committees”) are required to put in requests for all “unbudgeted” committee expenses to the Finance Committee prior to any “unbudgeted” expenditure being made or “unbudgeted” work or services being contracted for. The HOA has a “unbudgeted” expense request form that is to be used and an approval process that is to be followed for these “non-operating budgeted” committee expenses.

The individual Committee’s “Statement of Purpose” will be reviewed annually by the creating Committee and updated as necessary so that the document reflects the current responsibilities of the Committee. The updated documents will be presented to the TAC/Board to ensure they support the overall operational plans of the HOA and approved/adopted using the resolution process.

Operation:

Function of the Chair: Functions of the Chair shall include the following:

- Coordinate all committee activities and preside at all committee meetings.
- Prepare required reports to the Board.
- Represent the Committee to the Board.
- Prepare annual budget proposals, if applicable, and submit to the Finance Committee.
- Ensure that any documentation created or modified by the committee that appears either on the HOA website or in homeowner accessible HOA documentation binders in the community center represents the most current version.

Meetings:

It is suggested that the “order of business” during our HOA Business Operation Committee meetings should use the “Order of Business” sequence documented in our HOA Bylaws section 2.1. as a guideline.

All Committee meetings, especially those where committee business motions are approved, must be noticed prior to the meeting in the HOA Newsletter Calendar and the HOA weekly “Announcements & Reminders” e-mail.

The committee will meet as often as deemed necessary by the Chair with notice to all members and the Board of Directors.

The Committee will determine its own meeting agenda.

Except as provided in the Statutes of Oregon for convening in executive sessions, all meetings shall be open to all members of the Association. Notice of each meeting shall be provided to the proper Communications Committee contacts in time for publication to the membership in the HOA Newsletter and “Announcements and Reminders”. At least one copy of the agenda and any supporting material shall be available for inspection by the membership prior to each meeting of the committee.

Reporting:

The committee is required to keep committee meeting minutes. The minutes shall be provided electronically to all of the committee current members having internet access or hardcopy delivered to those that don’t have internet access a minimum of five days prior to each subsequent regularly scheduled Committee meeting.

The committee is required to prepare written reports when approaching the TAC/Board for approval of any committee action or contracted services expenditure. The reports, including any newly submitted resolutions, shall be provided electronically to the TAC/Board members a minimum of five days prior to the regularly scheduled Board meetings that have noticed said committee report action.

The Committee Secretary is responsible for:

- Recording all committee meeting minutes taking care to include the following Minutes Essentials:
 - ✓ A heading at the top of first page. (Name of Homeowner Association)
 - ✓ Include in the heading: a) Kind of meeting (board, committee, homeowners, regular, special); b) Name of the committee, if applicable; c) Date, time and place of meeting.
 - ✓ Attendee list: a) Name of presiding Officer (John Doe, President/Committee Chair); b) Names of members present and absent; add “excused “ if it applies.
 - ✓ Record whether minutes of the previous meeting were approved as read or corrected.
 - ✓ Record ideas: listen to comments, put down main points. Summarize. These records are for the board’s and committee’s use so make them brief but as complete as possible keeping in mind that someone who was not at

the meeting will want to understand what went on. Record the main arguments for or against a proposal but not a word for word report. The Secretary should record major problems, any suggestions proposed and conflicting points of view.

- ✓ Minutes should record all motions including: a) Name of member who made the motion and note the action (John /Doe moved that...); b) Does not need to include the name of the person seconding the motion; c) State and underline whether the motion passed or failed.
 - ✓ Include the time of adjournment.
 - ✓ End minutes with “Jane/John Doe, Secretary”
 - ✓ When the minutes have been approved at a later meeting, the secretary should write in “Approved” with the date.
 - ✓ There is an apropos statement about meeting minutes which states, “Minutes are minutes, not seconds or hours”. This means not too much, not too little. Using the “Minutes Essentials” will help you achieve that objective.
- Recording all Committee meeting minute’s **voting and motions language in bold print**;
 - The creation of any committee generated resolution documents and related attachments to be presented to the Board for their consideration;
 - Providing a digital .pdf formatted copy of the approved committee meeting minutes to the HOA Website Web Master; and,
 - A hardcopy of their approved committee meeting minutes must be placed in the homeowner accessible Committee Meeting Minutes Binder located in the community center.

Goal:

To assist and advise the Ceres Gleann Homeowners Association, Inc. Board of Directors with managing all the Ceres Gleann HOA Business Operations in the “best interest of the community” by utilizing the specific Committee’s “Statement of Purpose” document as guidance.

Exhibit C

Ceres Gleann Homeowners Association, Inc.
Packet of Individual Business Operations Committee's
"Statements of Purpose"

The following "Statements of Purpose" were created by the individual Committees themselves. These "Statements of Purpose" were reviewed by the Transitional Advisory Committee (TAC) and the Board of Directors to ensure that as a whole they addressed the overall HOA Business Operation responsibilities.

Ceres Gleann Home Owners Association

Statement of Purpose Of Architectural Review Committee (ARC)

- * To function in accordance with the directives and guidelines set forth in the Architectural Design and Review Manual which was adopted by the HOA in September 2006.
- * Our goal is to keep a harmonious look to the exterior of the homes & fencing.

We meet on an as needed basis.

Ceres Gleann Home Owners Association

Statement of Purpose OF Communications Committee

* To keep the residents of Ceres Gleann informed in various ways about the business, social and educational aspects of the HOA.

Committees/Groups comprising the Communications Committee and their responsibilities:

Coordinator. The job of the coordinator is to oversee the Communications Committee and to back up various jobs such as the web site, newsletter, and "Announcements and Reminders".

Welcome Committee. The Welcome Committee's job is to greet and welcome new residents to Ceres Gleann. The committee will give to new homeowners certain HOA, community, and local information that will help the new homeowners assimilate quickly into the community.

Newsletter. The people who do the monthly newsletter develop, design, edit, disperse and distribute to all homeowners within the HOA. Information in the newsletter is provided by residents of the community.

Calendar. The person responsible for the monthly calendar makes sure site is developed, revised, edited, and is responsible for the distribution to the community including distribution of a hard copy of newsletter and calendar to those without e-mail.

Announcements and Reminders. Those responsible for the Ceres Gleann Announcements and Reminders send to all residents with e-mails, updates on

news, meetings and events within the community and the community at large that may be important to know.

Webmaster. The webmaster is responsible for the Ceres Gleann web site development and keeping the site updated. Information is supplied to the webmaster by the committees and groups of the HOA and is then loaded to the site by the webmaster. There are two sides of the web site; the public side for those who might be interested in purchasing a home in Ceres Gleann and the password protected side for residents within Ceres Gleann. The webmaster is responsible for creating passwords and its distribution to residents.

Telephone Tree. This committee is charged with quickly informing residents of special meetings that might be called by the Board, accidents, illnesses, death or needs of a homeowner or family. It is not used for social events.

Telephone Lists. This committee is responsible for maintaining, updating, and the distribution of the residents list for the Ceres Gleann HOA. This list includes the names, addresses, telephone numbers, e-mail, birthdays, and marriage anniversaries of participating residents.

Neighborhood Watch. This committee keeps track of participating homeowners emergency information, educates residents on safety measures, sends to the Dallas Police Dept. certain emergency information on residents, greets new neighbors with Neighborhood Watch information and distributes forms required to participate and delivers HOA supplied Neighborhood Watch stickers for doors and windows.

Meetings: As needed.

6/27/13

Ceres Gleann Home Owners Association

Statement of Purpose OF Community Facilities Committee (CFC)

- * Advance the opportunity for use of the Community Center and Gazebo.
- * To establish rules and regulations to assist with the smooth operation and maintenance of facilities.
- * Schedule all events in the Clubhouse.
- * Follow the Maintenance Schedule that has been established.

Meets once a month on a Friday at 8:00 am.

Ceres Gleann Homeowners Association, Inc.

Statement of Purpose

Of

Finance Committee

The purpose of the Finance Committee is to:

1. Review the monthly financials and the attached schedules that are received from the Account recommending changes and or corrections as necessary.
2. Prepare a yearly budget to be approved by the Board, receiving input from all the HOA committees.
3. Submit monthly operating statement to the TAC/Board on a monthly basis and an annual operating statement at the Annual Homeowners Meeting.
4. Maintain and manage HOA Bank accounts.
5. Review the Financial Reserve Fund on an annual basis and monitor any fund activity throughout the year.
6. Establish standard accounting policies and procedures on money collection and bill paying by working with all HOA committees.
7. Make financial recommendations using sound judgment and standard accounting practices.
8. Oversee and ensure the quality of the annual or biennial review/update of the HOA Reserve Study and coordination of its funding to the most current Reserve Study Detailed Component List Items as contracted to a certified Reserve Study Specialist/Analyst.
9. Oversee and ensure the quality of the HOA Corporate Records keeping services being delivered by the Accountant. This would include the performance of an annual or biennial review of those HOA records retained by the Accountant and their backup strategy.
10. Oversee and ensure that the HOA Accounting Contract clearly specifies the contracted services being performed by the Accountant and that the services being delivered support the current HOA Business Operation Plan.

Ceres Gleann Home Owners Association

Statement of Purpose OF Garden Committee

- * To develop and maintain a garden area that meets the needs of the Ceres Gleann Committee.
- * To assist the Ceres Gleann Residents in making the garden a fun and healthy activity.

Meets one or two times a year when needed.

CERES GLEANN HOA LANDSCAPE COMMITTEE

Statement of Purpose

The Landscape Committee responsibilities are as follows:

- Oversee the common area components to include the landscaped areas, landscape lighting systems, landscape watering systems, stone and metal fences and sidewalks bordering the common areas.
- Supervise the quality and effectiveness of services delivered by the HOA Landscape Maintenance Contract and provide feedback to the contractor.
- Follow-up on and maintain a file of Landscape Committee Communications Forms submitted by residents.
- Submit and follow-up on letters to the City of Dallas for starting and stopping service on “irrigation only” common area water meters during winter months.
- Maintain file of owner/operating manuals, records, and other gathered information useful in the maintenance of common area landscaping watering and lighting systems.
- Store and keep in working order the field instrument necessary to program the battery powered water system controllers utilized on some common areas.
- Submit an annual Landscape Committee operating budget to the Finance Committee to request funds for the upcoming year’s budget.
- Responsible for the accuracy and content of the Landscape Committee reports presented to the HOA membership, TAC and/or the BOD.
- Oversee the Landscape Committee Maintenance Plan and ensure the listed plan items are completed as scheduled and updated, if applicable. Responsible for performing an annual review of the Landscape Committee Maintenance Plan and provide a copy of the finalized version to the Reserve Study Sub-Committee annually.
- Maintain records of Landscape Committee business and monies spent on maintenance of common areas not covered by the HOA Landscaping Maintenance Contract.
- Supervise and select contractors and assure quality of the work performed in maintaining any common area items not covered by the HOA Landscaping Maintenance Contract.
- Provide a request to the HOA Finance Committee for expenditures of Reserve Fund monies stipulated for the purpose of replacement and/or maintenance of common area component items that fall under the Landscape Committee’s areas of responsibility.
- Review, provide feedback and approve (if applicable) those areas of the landscape design of new homes or landscape re-designs of existing homes that are required by the CC&Rs or the ARC Manual.
- Maintain and update the HOA Landscape Manual and references for the community. Send out communications to the community through emails. Keep the HOA website materials updated.
- Conduct monthly meetings to discuss landscaping issues.
- Manage Landscape Contractor Bid process.

Ceres Gleann Home Owners Association

Statement of Purpose OF The Lot Committee

- * Contracted by the declarators to maintain the appearance of the vacant lots in the community. Mow, weed eat, and spray for weeds. Also do general maintenance on the riding mower and weed eater.
- * The committee meets once a year, usually in April, or more times if necessary to discuss a schedule and budget monies for the upcoming summer season.
- * This committee is completely funded by the declarators. No money comes from association funds.

Ceres Gleann Home Owners Association

Statement of Purpose Of Transitional Advisory Committee (TAC)

- To facilitate the transition of administrative control from the Board of Directors of the HOA (declarant) to the Board of Directors of the HOA (homeowners).
 - To oversee all committees and groups within the organization structure of the HOA. This includes appointment and approval of committee and subcommittee members.
 - To handle any violation of the HOA CC&Rs.
 - To ensure the annual reserve study is accomplished.
 - To ensure the 55 and over survey is accomplished every two years.
1. Meets the 1st Tuesday of the month at 3:30 p.m. in the Community Center.
 2. Special Meetings as needed