

# **Mahogany Run Condominium Association, Inc.**

## **Board of Directors Handbook**

*Revised 2023*

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# Purpose

This Board of Directors Handbook provides written policies, rules, and procedures as a guide for all elected volunteer Directors of the Mahogany Run Condominium Association, Inc. (“the Association”). This Handbook does not constitute an employment contract. The terms of membership on the Board of Directors are dictated by the Association’s Bylaws.

Any policy, practice, procedure, rule, or benefit contained herein may be amended, changed, or deleted with the approval of the Board of Directors (“the Board”). From time to time, the Board may update the Handbook, or issue other communications concerning modification of the Association’s policies, rules and procedures.

# Core Principles

## Service

Members of the Board of Directors are elected by the members of the Association as outlined in the Bylaws. Each Director is an at-large representative of every condominium owner. Directors are volunteers and are owners themselves. Service on the Board is a privilege that requires time, effort, and attention toward solving problems and addressing concerns of the community.

## Stewardship

Members of the Board of Directors are responsible for the management of the resources of the Association. Good stewardship means effective, efficient, and responsible oversight of all community resources, including the financial investment of every condominium owner as well as the material resources owned and operated by the Association. Directors are accountable to the members of the Association.

# Organization

The Association’s Bylaws and other organizational documents may be found on the Association’s website, [www.mahoganyruncoa.com](http://www.mahoganyruncoa.com).

## Directors

The nine (9) members of the Board (“Directors”) are elected at the Annual Meeting of Owners of the Association (“Annual Meeting”), as provided in the Bylaws (Art. IV). No member may serve more than four (4) consecutive years on the Board (Bylaws Art. IV Sec. 2).

## Meetings

Per the Association Bylaws (Art. IV(B) Sec. 9), the first meeting of a newly elected Board of Directors must take place within ten (10) days of the Annual Meeting. Board meetings are normally held monthly but must be held at least quarterly (Bylaws Art. IV(B) Sec. 9). Board meetings may be held in person, although virtual meetings are preferred, in order to include a greater portion of the Association members. Board meetings are open to community members to observe and are recorded. (Recordings are maintained for a limited time only, due to storage limitations.) When the Board goes into executive session, however, non-Directors will be excused and recording will be terminated. Executive sessions of the Board are reserved for confidential employee and legal discussions. Notification of upcoming meetings should be given in the newsletter, and meeting links should be posted on the website calendar. At the discretion of the Board, owner questions presented before or during the meeting may be addressed during a specific portion of the meeting.

## Officers

Officers of the Board are elected at the first meeting of the Board of Directors after the Annual Meeting of Owners of the Association (“Annual Meeting”). Officers are defined as President, Vice President, Treasurer, and Secretary. No person shall hold the same office for more than two (2) consecutive years. Assistant officers of the Board may also be appointed and do not need to be Directors. The Board may appoint such other supporting positions as it chooses. (Bylaws Art. V Sec. 1)

## Committees

All committees are confirmed by the Board of Directors and should report regularly to the full Board, during regular meeting business. Subcommittees may be formed within any standing or ad hoc committee without prior approval of the full Board. Committees are chaired by members of the Board and populated by other owners (Bylaws Art. IV(D) Sec. 21).

Committee meetings may be held virtually and are open to any interested community members. Notification of upcoming committee meetings should be given in the newsletter, and meeting links should be posted on the website calendar.

## Architectural Standards

The Architectural Standards Committee is identified in the Bylaws (Art. IV(D) Sec. 20), for purposes of establishing and maintaining architectural standards within the Association’s property.

This committee is responsible for identifying, tracking, and reporting on issues related to the outward appearance, common aesthetic, and the architectural and engineering standards of the common elements of the Association. This committee works closely with the Operations Committee and the Facilities Manager to ensure planned capital projects adhere to community standards.

## **Communications**

The Communications Committee may be formed for purposes of maintaining open and transparent informational exchange among all community stakeholders.

This committee is responsible for maintaining the Association website, publishing a periodic newsletter, organizing community social events, and other activities that broaden interaction and goodwill within the community.

## **Election/Nominating**

The Election Committee is identified in the Bylaws (Art. IV(D) Sec. 19) for purposes of organizing and performing the annual election of Directors of the Association, which takes place during the Annual Meeting.

This committee is responsible for soliciting and/or nominating candidates for the Board of Directors and for deciding on the method and format of the election. This committee oversees the distribution, collection, and security of ballots and ensures compliance with the Bylaws regarding elections.

The Election Committee is chaired by the Board Secretary in order to coordinate with that officer's duty of planning the annual meeting.

## **Executive**

The Executive Committee is identified in the Bylaws (Art. IV(D)) as being composed of at least three of the Directors of the Association.

This committee is responsible for overseeing the day-to-day management of the Association and thereby supervising the Facilities and Business Managers.

The Executive Committee elects a chairperson at its first meeting following the Annual Meeting.

## **Finance**

The Finance Committee may be formed for purposes of enacting the financial priorities of the Board.

This committee is responsible for supporting the Treasurer in that officer's fiscal responsibilities.

The Finance Committee is chaired by the Board Treasurer in order to coordinate with that officer's duties of budgeting and financial reporting.

## **Operations**

The Operations Committee may be formed for purposes of enacting the maintenance and capital priorities of the Board.

This committee is responsible for working with the Facilities Manager to identify, triage, track, and report on regular maintenance and large capital projects within the Association's physical plant.

## Other Ad Hoc Committees

Other committees may be created on a short- or long-term basis at the discretion of the Board (Bylaws Art. IV(D) Sec. 21).

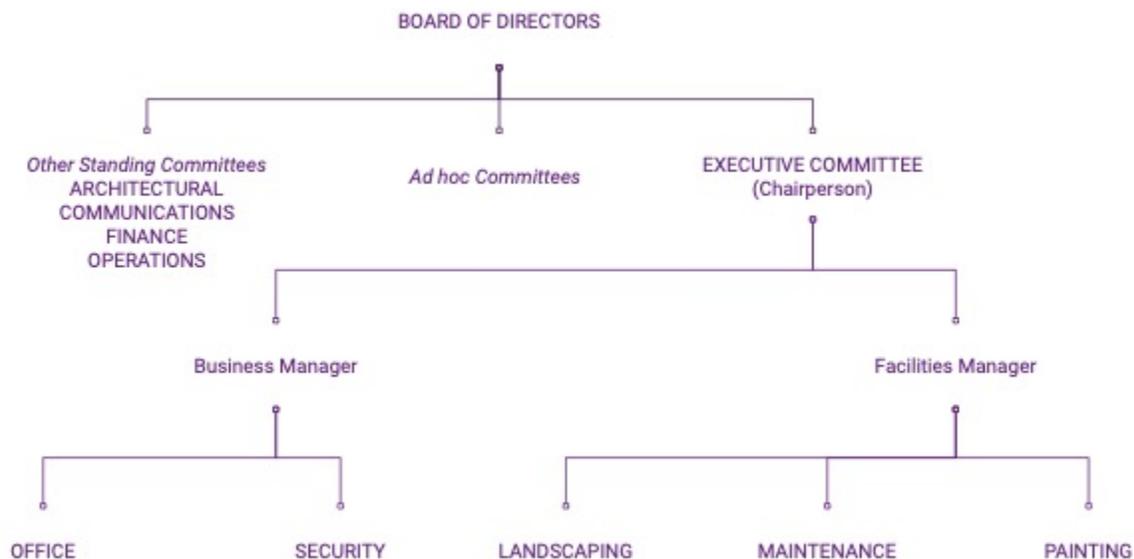
## Reporting

Each Board member is expected to deliver their committee and officer reports, as applicable, to all other Board members at least 24 hours prior to any regularly scheduled Board meeting. Each Board member is responsible for reading such submitted reports prior to the start of each Board meeting.

The Board Secretary shall maintain all meeting minutes and committee reports as part of the records of the Association. Meeting minutes and committee reports should be posted behind the owner log-in on the community website as soon as possible after approval by the Board.

## Organizational Structure

The organizational structure of the Association is not defined in the Association Bylaws and was formally structured by the Board of Directors (August 2022), below.



## Emergency Planning

It is the responsibility of every Board member to know his or her role in the event of a community emergency, such as a major hurricane. The Board should review its roles and responsibilities, action plans, and policies annually to ensure adequate emergency planning is in place. This review should be communicated to owners.

The Operations Committee, or if none, the Executive Committee, chairperson shall work with the Facilities Manager to determine who should have a USVI curfew pass, to acquire such passes, and to maintain their current status.

The Executive Committee chairperson shall work with the Business Manager to ensure continued local operations in case of physical damage to the office and/or property. Specifically, all employees should be aware of their role in an emergency, and an advance plan to secure the property should be in place.

The Treasurer shall work with the Business Manager to ensure continued business operations in case of physical damage to the office. Specifically, the books and records of the Association should be remotely accessible and recoverable from off-island in the event of a major disaster.

The Board Secretary shall work with the Business Manager to collect and maintain current emergency contact information for all owners and employees, including on-island contact information when applicable. This information shall be kept confidential and used for legitimate business of the Association only.

## **Behavioral Standards**

### **Duties**

Every Director has a duty to participate in managing the affairs of the Association, acting in the best interest of the owners of the Association as a whole (Bylaws Art. IV(C) Sec. 15). To fulfill this duty, each Director is expected to prepare for, attend, and participate in Board meetings; participate in committee activities; support the decisions of the Board; engage professionally with other Board members as well as Association employees and residents; and do all such other actions as might support the owner constituents of the Board.

Board members should maintain written records of the committee meetings and reports for which they are responsible, and those records should be shared with his or her successor officer or committee chairperson.

Board members are bound by and must follow the Rules & Regulations, policies, procedures, and organizational documents of the Association.

### **Ethical Standards**

Board members shall maintain the highest standards of ethical behavior, understanding that they represent every owner of the Association. No Board member shall engage in any conduct that benefits or enriches themselves at the expense of other community members in any way.

Board members shall maintain current accounts with the Association at all times.

## **Conflicts of Interest**

A conflict of interest is defined as any non-Association role of a Director that may result in that Director having undue influence on a material decision of the Board or gaining individually at the expense of the best interests of the Association. Any actual or potential conflict of interest must be brought to the attention of the full Board for discussion and necessitates that the conflicted Board member abstain from voting on that issue. Board members are expected to acknowledge and sign an annual conflict of interest statement.

## **Communications**

Board members shall maintain professional communications with all community members at all times. Broadcast emails to the entire community should be restricted to newsletters, billing, and urgent issues. Committee meeting announcements, non-urgent messages, and event reminders should be restricted to the newsletter or website.

Inbound email communications to the entire Board should be addressed promptly and directly by the appropriate officer or committee chairperson, in order to reduce email traffic. Such responses should be copied to the Secretary or other designated Board member for tracking. Issues that do not require Board attention but are escalated prematurely should be forwarded to the Business Manager by the Secretary for resolution.

## **Discrimination**

The Mahogany Run Condominium Association is committed to maintaining a professional environment that is free of any form of discriminatory behavior. Discriminatory behavior consists of unwelcome conduct, whether verbal, physical or visual, that is based on a paid or volunteer worker's gender, color, race, age, national origin, disability, religion, sexual orientation, or other legally protected status; and/or interferes unreasonably with work performance; or creates an intimidating, hostile, or offensive work environment.

The Association will not tolerate any discriminatory behavior of a Director against another person, whether that person is an employee, volunteer, owner, or other community member.

## **Sexual Harassment**

Sexual harassment is one form of prohibited discriminatory behavior. It is important for you to know that sexual harassment in the workplace not only is prohibited by the Association's policy, but it is also unlawful. Unwelcome sexual advances, requests for sexual favors, or other conduct of a sexual nature constitute sexual harassment when:

- Submission to the conduct is made (implicitly or explicitly) a term or condition of employment;
- Employment decisions affecting an individual are based upon the individual's submission to or rejection of such conduct; or
- The conduct has the purpose or effect of unreasonably interfering with the individual's work performance or creating an intimidating, hostile, or offensive work environment.

The following list offers some examples of conduct that may be regarded as sexual harassment:

- Unwanted physical contact, such as hugging, kissing, grabbing, pinching, patting, brushing against, touching, or blocking one's path or egress;
- Implicit or explicit sexual propositions, requests, demands, or other forms of pressure for sexual favors;
- Sexually suggestive or degrading remarks, including sexual innuendos, jokes, kidding, or teasing;
- Verbal or physical flirtation, sexual gestures, or sexual comments about another person's body;
- Vulgar or obscene language; and
- Display of sexually explicit or offensive printed or visual material, including but not limited to photographs, cartoons, drawings, or notes.

### **Reporting Discrimination (Including Sexual Harassment)**

If you believe that you have experienced discrimination or discriminatory behavior (including sexual harassment), you should promptly report the conduct to the Board President. If you believe the Board President is involved in the inappropriate conduct, you should directly approach another member of the Board of Directors. The telephone numbers and addresses of these individuals can be obtained from the Association office.

All reports of discrimination or discriminatory behavior will be investigated fully, promptly, and, to the extent reasonably possible, on a confidential basis.

### **Retaliation**

The Association strictly prohibits retaliation against any person based on his/her good faith report of discrimination or participation in an investigation related to alleged discrimination. If you feel you are being retaliated against because you reported harassment or participated in a harassment investigation, please report it immediately to the Board President.

### **Corrective Action**

Any Director who is determined to have engaged in unacceptable conduct, including discriminatory harassment, may be admonished by the vote of the Board of Directors and may be subject to the initiation of removal of a Director pursuant to the Bylaws (Art. IV Sec. 3).

# Acknowledgement of Receipt

I have received a copy of the Mahogany Run Condominium Association, Inc. Board of Directors Handbook, which outlines the current policies and responsibilities of Directors of the Association.

I understand that the information in the Board of Directors Handbook is not a contract and is subject to change at any time and without any notice as situations warrant and that the policies may be superseded, modified, or eliminated at any time by majority action of the Board of Directors only. I accept responsibility for keeping the Board informed of any changes to my contact information or abilities to successfully perform my volunteer duties as a Director.

I have read and understand the Declaration and Bylaws of the Mahogany Run Condominium Association and understand that they are the governing documents for the activities of the Board of Directors.

I certify that I have no current or pending known or suspected conflicts of interest that may interfere with my duties and responsibilities as a Director of the Association.

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Director Printed Name

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Director Signature

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Date