

## **POWERS AND DUTIES OF THE MAINLINE II BOARD OF DIRECTORS (BOD) (BY-LAW ARTICLE VIII)**

### **POWERS (SECTION 1) The BOD shall have the power to:**

1. Adopt and publish rules and regulations covering the use of the Common Property and the personal conduct of the members and their guests thereon, and to establish penalties for the infractions thereof; and
2. Suspend the voting rights of a member during any period in which such member shall be in default of the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing for a period not to exceed sixty (60) days for infraction of Rules and Regulations; and
3. Exercise for the Association all powers, duties and authority vested in or delegated to the Association and not reserved to the membership other provisions of these By-Laws or the Declaration; and
4. Declare the office of a member of the BOD vacant in the event such member shall be absent from three (3) consecutive meetings of the BOD without cause; and
5. Employ a manager, an independent accountant or such other employee or independent contractors as they deem necessary and to prescribe their duties; and
6. Open bank accounts and designate signatures required; and
7. Collect assessments; and
8. Enforce by legal means the provisions of the Declaration, these By-Laws and any Rules and Regulations and commence any proceeding on behalf of the Owners concerning the Association; and
9. To borrow money for the purpose of the repair or restoration of the Common Area and Common Property. Any borrowing over Five-Thousand Dollard (\$5,000.00) must have approval of the majority of the Unit Owners.

### **DUTIES (Section 2) It shall be the duty of the BOD to:**

1. Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the Annual Meeting (AM) of the members;
2. Supervise all officers, agents and employees of the Association and to see that their duties are properly performed;
3. As more fully defined in the Declaration, to;
  1. Fix the amount of the Annual Association Assessment against each unit at least thirty (30) days in advance of each annual assessment period;
  2. Send written notice of assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period.
4. Procure and maintain insurance as provided in Article V of the Declaration
5. Cause officers or employees to be bonded if the BOD deems it appropriate;
6. Cause the Common Area and Common Property to be maintained;
7. Issue or cause an appropriate officer to issue a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made for the issuance of these certificates;

8. Carry out any other duties imposed by the Declarations or these By-Laws.

## **DUTIES OF THE BOD OFFICERS**

1. **PRESIDENT** – The president shall preside at all meetings of the BOD and Unit Owners; shall see that orders and resolutions of the BOD are carried out; shall sign all written instruments; and shall co-sign all checks. (By-Law Section 9-a). specific duties include but are not limited to;
  1. Read and become familiar with the By-Laws, Declarations, Rules and Regulations and any Amendments thereto;
  2. Coordinate the assignment of officer positions at the first BOD meeting of the year;
  3. Set dates for BOD and Annual Meetings;
  4. Coordinate preparation of an agenda for the Annual Meeting;
  5. Issue an agenda for the quarterly BOD meetings one week ahead of the meeting date;
  6. Coordinate discussion of any recommended Amendments to the By-Laws, Declarations and Rules and Regulations;
  7. Coordinate interface with Mainline 1 regarding the housing plan entrance maintenance including having a Mainline 1 representative attend a portion of the Fall BOD meeting to discuss upcoming year proposed activity;
  8. Coordinate preparation of the Annual Meeting agenda and materials with BOD;
  9. Chair new BOD member nominating committee;
  10. Submit pertinent documents to the Secretary for filing.
2. **VICE PRESIDENT** – The Vice President shall act in place and stead of the President in the event of his absence or refusal to act, and shall exercise and discharge such other duties as may be required of him by the BOD. (By-Law Section 9-b). Specific duties include but are not limited to;
  1. Read and become familiar with the By-Laws, Declarations, Rules and Regulations and Amendments thereto;
  2. Coordinate the maintenance of the Mainline II website with the website host;
  3. Record attendance at the Annual Meeting (Unit Owner and address) and advise whether the required quorum is present based on agenda voting content;
  4. Work with the President to prepare any documents that require a vote at the annual meeting such as Amendments to By-Laws, Declarations or Rules and Regulations;
  5. Preside over Unit Owner compliance with the Architectural requirements of the Association (paint color, sidewalks, driveways, driveway coating, mailboxes, cable dish's, etc);
  6. Recommend and coordinate any amendments to the architectural requirements of the Association;
  7. Submit pertinent documents to the Secretary for filing;
  8. After leaving office serve on the nominating committee for one year if needed.
3. **SECRETARY** – The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the BOD and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of all meetings of the BOD and of the members; keep appropriate current records showing the members of the Association, together with their addresses; and shall perform such other duties as required by the BOD. Specific duties include but are not limited to the following;
  1. Read and become familiar with the By-Laws, Declarations, Rules and Regulations and Amendments thereto;

2. Timely prepare and circulate to the BOD for review and comment minutes to BOD and Annual meetings;
  3. Upon approval, sign the minutes and arrange for minutes to be added to the website and to be entered into the hard copy files;
  4. Maintain the Mainline II hard copy document files; (electronic files???)
  5. Prepare and present the statement of the BOD record of its acts and corporate affairs to the Unit Owners at the Annual Meeting as required by By-Law Section 2 a;
  6. Coordinate the recording (including with the County of Allegheny where required) of all Amendments and Board Resolutions affecting the By-Laws, Declarations and Rules and Regulations;
  7. Coordinate the documentation of any landscaping or architectural requests made by a Unit Owner and approved or rejected by the BOD:
  8. Coordinate the timely distribution of all required documents (agenda, budget, statement of income and expenses) to the Unit Owners in advance of the Annual Meeting:
  9. Transfer a complete set of documents and the corporate seal to the new Secretary when required:
  10. After leaving office serve on the nominating committee for one year if needed.
4. TREASURER – The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the BOD; shall sign all checks of the association; keep proper books of account, cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and statement of income and expenditures to be presented to the membership at the regular Annual Meeting. Specific duties include but are not limited to the following:
1. Read and become familiar with the By-Laws, Declarations, Rules and Regulations and Amendments thereto;
  2. Manage the Mainline II accounting firm E M Melone;
  3. Advise the BOD when a Unit Owner is in arrears in Assessment payment;
  4. Prepare the annual budget and statement of income and expenses for review at the Annual Meeting; (note that this material must be distributed to Unit Owners 30 days prior to the meeting)
  5. Coordinate required signatures on checks;
  6. Manage Mainline II bank accounts including required bank file signatures;
  7. Coordinate with BOD on special assessments when required;
  8. Monitor BOD expenditures against the \$3,000.00 annual limit of BOD authority;
  9. Audit invoicing for services to assure correctness;
  10. Coordinate monitoring of all service contracts to assure that they are up to date;
  11. Submit pertinent documents to the Secretary for filing including quarterly and annual financial statements:
  12. After leaving office serve on the nominating committee for one year if needed.
5. DIRECTOR – Landscape maintenance/snow removal. Specific duties include but are not limited to the following:
1. Read and become familiar with the By-Laws, Declarations, Rules and Regulations and Amendments thereto;
  2. Establish and manage various grounds maintenance contracts including but not limited to; lawn cutting/ trimming, mulching, trimming, fertilizing, grub control, snow removal, deicer application, etc;

3. Coordinate with Treasurer to assure that all contracts are up to date and that invoices are audited for correctness;
4. Field suggestions, requests and complaints from Unit Owners regarding maintenance;
5. Prepare recommendations for BOD approval for special services – example tree plantings, major tree maintenance, pest control, detention pond maintenance, etc;
6. Keep Unit Owners advised regarding the schedule for maintenance services;
7. Coordinate with BOD on upcoming year budget;
8. Manage Garden Club activities for plantings in the 2 cul de sac's;
9. Submit pertinent documents to the Secretary for filing;
10. After leaving office serve on the nominating committee for one year if required.