



# **Cinnamon Cove Master Association (CCMA)**

## **Handbook for CCMA Board Members**

**October 2020**

**Congratulations! And, Welcome!**

**Your Association has elected/selected you to represent them as a member of the Cinnamon Cove Master Association (CCMA). We understand that accepting this challenge can be overwhelming at times and you may be uncertain of the roles and responsibilities it entails.**

**The purpose of this handbook/guide is to help you understand what it means to be an active, participating member of the CCMA Board of Directors. The following pages contain a brief overview of the basic procedures we follow. While it does not cover every responsibility and situation, we hope you will use it as a guide and benefit from its contents.**

**Many sections include excerpts from the legal documents currently in place: *Certificate of Recordation, Bylaws, and Covenants*. These documents in their entirety are included as addendums to this handbook/guide for your ready reference. With regard to *“Gender. The use of the term ‘he,’ ‘she,’ ‘his,’ ‘hers,’ ‘their,’ ‘theirs’ and all other similar pronouns should be construed to include all genders and encompass the plural as well as the singular.” (Bylaws)***

**This document is intended to be a work in progress. Any suggestions for additions or modifications should be directed to the chair of the CCMA Communications Working Advisory Committee.**

**The initial authors of this handbook are the 2020 CCMA board members.**

**Special thanks to Carol Gilson for her assistance in helping with the production of this very practical handbook.**

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## **The Board of Directors Purposes and Powers**

3.6 *“Board means the Board of Directors of the Master Association.” (Covenants and Certificate of Recordation)*

4. *“The Master Association: Purposes and Powers. The primary purposes of the Master Association are to own, operate, insure, protect and maintain the Master Association Property of Cinnamon Cove, including but not limited to, private roadways, recreation areas, lakes, retention areas, and decorative entranceways within or serving the Community; to enforce restrictive covenants applicable to the Community; and to take such other action as the Master Association is authorized or required to take with regard to the Community pursuant to the Governing Documents or law, including the Act.” (Covenants and Certificate of Recordation)*

3.1 *“Number, Term, and Qualifications. The affairs of the Master Association shall be governed by a Board composed of fourteen (14) Directors. There shall be one (1) Director from each of the fourteen (14) individual Neighborhood Associations situated upon the property. All Directors shall be Members or the spouse of a Member. Etc.” (Bylaws)*

## **Fiduciary Responsibility**

- Serve the CC community to oversee and enforce its governing documents
- Represent and protect the Members in the CC community
- Maintain the assets in good order; this includes the property, equipment and facilities
- Supervise CC employees (Recreation Director and Maintenance Manager)
- Embrace the fiduciary responsibility of protecting the community, its property and its financial status
- Foster and enhance the quality of living in the CC community
- Place the interests of the entire CC community above your own
- Oversee official balloting and distribution of documents

## **Represent Your Association**

- Serve as the liaison between your own association and the Master Board, clearly conveying concerns, requests, suggestions and ideas to the Master Board and, conversely, conveying pertinent information from the Master Board to your Association Board.
- Assist in the preparation and distribution of necessary materials to the residents of your Association (i.e., proxies)
- Be the “voice” of your Association on the MB, as some decisions may have a greater impact on one Association than another and you are the only person that can bring that into the conversation.
- Periodically meet with your Association’s residents in small groups or individually to determine their expectations of the MB and get their view on the MB’s activities; be transparent with Board issues and operations
- Represent the business and financial interests of the owners and vote accordingly on their behalf
- Exercise reasonable and sound business judgment and make informed, fair, rational decisions on behalf of the owners
- Put aside personal interests and opinions when performing Board duties

## **Understand CCMA Legal Documents and Florida Law that applies to COA; Management Company**

- Become intimately acquainted with and adhere to the governing documents. Each MB member has considerable responsibility and authority and needs to understand the parameters and limitations and be able to interpret information in the documents to the Association members s/he represents.
- Attend regular workshops provided by Florida COA lawyers to become well acquainted and current with Florida condo law as it pertains to COA
- Determine and understand the responsibilities of the CCMA Management Company
- See documents in the Addendum Section

## **Vision**

- Determine a vision for the MB; e.g.,
  - Short-term goals—develop a list of 3-5 priorities for the year
  - Long-term goals—develop a strategic plan for 3-year and 5-year goals
- Ensure each goal has a targeted completion date to include a cost reference analysis of priorities for the stated time periods to know whether priorities can be achieved economically within budget projections

## **Communications**

- Promptly read and respond to all communication emails generated by the President and other Board members regarding CCMA
- Encourage a sense of unity and community within CC.
- Foster respect for the opinions of all Board Members.
- Arm yourself and your neighbors with truth and the facts.
- Try to stifle any conflict and misinformation with facts and good information before a small squabble becomes a bigger issue.
- Rely on the CC website as being the “official” source of information

## **Meetings**

- Prepare for, attend and “be present,” and actively participate in all scheduled MB meetings either in person, by phone or other technology
- Read the agendas prior to the meeting and become knowledgeable with agenda items
- Learn and participate in the election procedures for Board Members and other election decisions
- Vote according to your Association’s interests—not just your own.
  - Seek expert advice when needed prior to making decisions. This is especially important in estimating the cost of the decision.
- Follow up on issues/projects raised at Board meetings
- Annual General Meeting (AGM) is run to hold elections for the MB and has an Agenda for the purpose of the MB reporting to the owners and listening to the wishes of the owners. Under Bylaw 5.2 the President shall preside at all the meetings of the Board of Directors and Master associations. But, at the AGM a parliamentarian should be the Chair. Plus, the Directors do not have a vote. Only the owners may vote and they may set up Committees that report to the owners and not the MB.

## **Common Areas to Maintain**

- Become familiar with CC common properties by taking a guided tour of CC at large with the Buildings and Grounds Committee one time per year, preferably in February. See common area map on Page 11.
- Understand what is needed to maintain and repair the common areas of CC
- Be available to participate in regular contract review processes and related costs as needed.
- Keep Maintenance Manager informed of all proposals and scheduled meetings with contractors
- Review vendor contracts annually.
- See also: Buildings/Grounds/Facilities Working Advisory Committee

## **Finance/Budget**

- Be aware of finances and all financial activities. All money flowing through the Master Association accounts belongs to all members and as such it belongs to the owners you represent.
- Request and receive regular reports from all accounts and departments—no exceptions!
- Become informed of the budget that the Treasurer prepares with participation and information from others
- Understand the importance of the reserves for emergencies, repair, replacements, etc.
- Plan Assessments and help with that process

## Recordkeeping

- Become familiar with the records that are required to be kept such as:
  - Bylaws, Articles, Rules, Regulations, Amendments, Minutes of all Board meetings, Insurance policies, Contracts, Leases, Current list of the names and addresses of the members, Copies of ballots and proxies from past elections, itemized accounting of the budgeted and actual receipts and expenditures, etc.
  - These and other documents are included in the Addendum Section

## Committees

*4.15 "To Appoint committees. The Directors may appoint Committees and delegate to such Committees those powers and duties of the Master Association as the Board deems advisable. All Committees and Committee Members shall serve at the pleasure of the Board. Committees of the Master Association, as defined in Section 718.103(7) of the Act, shall conduct their affairs in the same manner as provided in these Bylaws for Board of Director meetings. All other Committees may meet and conduct their affairs without prior notice or Owner participation, unless otherwise directed by the Board of Directors."*  
(Bylaws)

*3.10 "Committee means a group of Board Members, Owners, or Board Members and/or Owners and/or other persons appointed by the Board to make reports or recommendations to the Board, to take action on behalf of the Board, or to take such actions as the Resolution creating the Committee, or the Directors of the Board, may dictate." (Covenants and Certificate of Recordation)*

- Serve on at least one of the eight (8) standing MB Working Advisory Committees
- Empower others to serve
- If serving as the Chair of a MB Working Advisory Committee
  - Find and ask owners (with the desired expertise needed for the committee's proper functioning) to join the group
  - Set the agenda and facilitate the meetings
  - Facilitate the setting of short-term and long-term goals of the committee, including associated costs
  - Set the tone for committee work
  - Seek collaboration and consensus in discussion and actions
  - Ensure that committee members have all the information needed
  - Seek expert advice when needed
  - Report to the CCMA and its owners and make committee recommendations
- If serving as a committee member of one of the MB Working Advisory Committees
  - Become knowledgeable of the committee's work and be prepared for all meetings
  - Be actively "present" and engaged at all meetings
  - Assist in setting of short-term and long-term goals
  - Actively assist/participate in the actions taken by the committee
  - Report to the CCMA and its owners the recommendations of the committee

## Officers

3.31 *“Officer means the executive Officers and Assistant Officers (if any) appointed by the Board as provided in the Bylaws.” (Covenants and Certificate of Recordation)*

5.1 *“Executive Officers. The executive Officers of the Master Association shall be the President, one or more Vice Presidents, a Secretary and a Treasurer, all of whom shall be elected annually by and from the Board of Directors, and who may be peremptorily removed by a majority vote of the Directors at any meeting. Any person may hold two or more offices except that the President shall not also be the Secretary. The Board of Directors may also appoint such Assistant Officers as may be desired. Assistant Officers need not be Directors.” (Bylaws)*

### General Responsibilities as an Officer

- Follow the duties and responsibilities of the CCMA by-laws as adopted by the owners
- Be transparent in all actions regarding the office
- Seek collaboration and consensus in discussion and actions regarding this office
- Be mindful of consequences of actions taken
- Stay current regarding procedures, policies, and FL law regarding the office being held

### President

5.2 *“President – Powers and Duties. The President shall be the Chief Executive Officer of the Master Association, shall preside at all meetings of the Board of Directors and Master Association meetings. The President shall have general supervision over the affairs of the Master Association and shall have all of the powers and duties which are usually vested in the office of president of a corporation.” (Bylaws)*

- Prepare the agenda and preside over the meeting (except the Annual General Meeting: See: Meetings, above)
- Call Special Meetings, not less than two days’ notice except in emergencies
- Delegate responsibilities to other MB members or Advisory Committees to gather information for research purposes to present to the entire Board, as appropriate
- With input from all MB members, appoint a MB member to supervise the Recreation Director
- With input from all MB members, appoint a MB member to supervise the Maintenance Manager

### Vice President

5.3 *“Vice-President – Powers and Duties. The Vice-President shall, in the absence or disability of the President, exercise the powers and perform the duties of the President. He shall also generally assist the president and exercise such other powers and perform such other duties as shall be prescribed by the Directors.” (Bylaws)*

- Act as a substitute for the President, if the President is unavailable

### Secretary

5.4 *“Secretary – Powers and Duties. The Secretary shall keep the minutes of all proceedings of the Directors and the Members. He shall attend to the giving and serving of all notices to the Members and Directors and other notices required by law. He shall have custody of the seal of the Master Association and affix the same to instruments requiring a seal when duly assigned. He shall keep and have custody of the records of the Master Association, except those of the Treasurer. He shall perform all other duties incident to the office of Secretary of the Master Association and as may be required by the directors or the President.” (Bylaws)*

9. *“Parliamentary Rules. Robert’s Rules of Order (Latest edition) shall be used as a general, non-binding guide in the conduct of Members’ meetings, Board meetings, and Committee meetings to ensure fairness, impartiality, and respect for minority views without unduly burdening majority rights. Meetings shall also be conducted in accordance with these Bylaws and the*

*procedures established by the Board from time to time, including the form of voting documents to be used. The ruling of the Chair of the meetings, unless he or the Board of Directors designates a third person as Parliamentarian, shall be binding on all matters of procedure, unless contrary to law. The failure or alleged failure to adhere to Roberts Rules of Order shall not be used as a basis to legally challenge any action of the Master Association.” (Bylaws)*

- Use Robert’s Rules of Order as a guide in conducting meetings; keep the meetings civil (see link under Addendums)
- Ensure that minutes of the Board meeting are taken, kept, maintained and distributed to all Board members within 3 – 5 days of the meeting

#### Treasurer

*5.5 “Treasurer – Powers and Duties. The Treasurer shall have custody of all property of the Master Association, including funds, securities, and evidences of indebtedness. He shall keep the Assessment rolls and accounts of the Members. He shall keep the books of the Master Association in accordance with good accounting practices and shall perform all other duties incident to the office of the Treasurer of a corporation.” (Bylaws)*

- Review monthly all CCMA financial statements, including assessments records
- Advise the Master Board about funding needs
- Make sure CCMA expenditures align with the approved operating budget and reserves
- Participate in monthly Finance Committee meetings
- Collaborate with the Recreation and Activities Director in the development of a Recreation Department budget
- Ensure the person or committee who has engaged or supervised the work, approve the invoices prior to payment

*5.6 “Officers’ Compensation. Officers shall not be entitled to compensation for service as such, but shall be entitled to reimbursement of expenses reasonably incurred. This provision shall not preclude the Board of Directors from employing an Officer or Director as an agent or employee of the Master Association.”*

## Working Advisory Committees

3.10 *“Committee means a group of Board Members, Owners, or Board Members and/or Owners and/or other persons appointed by the Board to make reports or recommendations to the Board, to take action on behalf of the Board, or to take such actions as the Resolution creating the Committee, or the Directors of the Board, may dictate.” (Covenants and Certificate of Recordation)*

### Responsibilities that Pertain to All MB Working Advisory Committees:

- Meet regularly, as needed
- Understand that this committee is an Advisory Committee which makes recommendations to the MB, and should not make decisions independent of the MB
- Stay informed about all committee business
- Actively participate in each meeting
- Inform the MB about all recommendations for their discussion and approval, including applicable cost analysis
- Serve without pay but are entitled to reimbursement for expenses reasonably incurred.
- See also: Specific responsibilities (above) for the Chair and/or Member of committees under General Responsibilities of MB members

### Building/Grounds/Facilities – MB Working Advisory Committee

- Submit recommendations to the MB for buildings/grounds/facilities concerns and needs for maintenance and upgrade in common areas.
- Engage CAM to procure vendors to bid on projects determined by the CCMA; MB members can suggest certain vendors to CAM who have served their individual Associations well. Include initial and ongoing costs of project.
- Help to review, evaluate bids/contracts and evaluate progress of ongoing projects.
- Assist in the development of goals and priorities for the Building/Grounds/Facilities department

### Communications – MB Working Advisory Committee

- Inform community of events, meetings, programs through various means (website, FB, emails, newsletter, bulletin boards). Include summary of costs.
- Provide ideas as to how to best communicate information to residents
- Receive comments for proposed edits to CCMA Board Members handbook and discuss with MB to determine appropriate changes; arrange for yearly review of the handbook
- Develop responsibilities and protocol for Communications Director position to recommend to the MB
- Utilize the CC website as the official source for all CC information

### Finance – MB Working Advisory Committee

- Meet at least once a month prior to MB meetings from October to April and during the summer to prepare the next year’s budget
- Ensure financial decisions reflect the annual budget and reserves
- Advise the MB on contracts and/or expenditures
- Review monthly expenditures/financials
- Look for solid ways to control costs

### Lakes – MB Working Advisory Committee

- Oversee the services of the lakes management company
- Review bids/contracts for lake management.
- Make recommendations to the MB regarding lakes management

#### Landscaping – MB Working Advisory Committee

- Oversee the “look and feel” and sustainability of landscaping in CC
- Solicit community input for landscaping ideas
- Provide feedback and updates on quality of landscaping services
- Help to review and evaluate bids/contracts. Include initial and annual maintenance costs for any new or materially modified landscaping.
- Make landscaping recommendations to the MB including annual maintenance costs for any new or materially modified landscaping.

#### Personnel – MB Working Advisory Committee

- All members of this committee are to be current MB members.
- Meet as needed
- Provide guidance and support to staff
- Review and suggest modifications to job descriptions
- Review compensation of staff
- Review staff/staffing needs and make personnel recommendations to MB
- Develop, review and recommend personnel policies and procedures to MB
- Ensure that staff has adequate resources
- Conduct process for hiring/replacement of personnel
- Manage personnel issues if they arise
- Periodically discuss employee’s performance with his/her assigned supervisor
- Conduct annual performance and compensation review in collaboration with MB supervisor
- Understand that the business of this committee is confidential and not to share conversations with others

#### Recreation – MB Working Advisory Committee

- Assist the Recreation and Social Activities Director with ideas to develop new activities and maintain ongoing ones
- Develop short and long-term goals and make recommendations to MB. Include initial and ongoing costs of projects for new ideas and activities such as entertainment in the Clubhouse.
- Solicit new ideas for recreation and social activities from the CC community
- Assist in the development of goals for the Recreation Department
- Assist in recruiting volunteers to support the recreation/social activities department

#### Safety and Security – MB Working Advisory Committee

- Discuss/evaluate level of safety and security within CC and provide updates to MB
- Offer suggestions for safety/security measures within CC
- Oversee effectiveness of Welcome Center staff, front/rear gate, transponders
- Help to review bids/contracts and references; include initial and ongoing costs.
- Make recommendations to the MB regarding safety and security measures

