

EXHIBIT E

**BAREFOOT RESORT PROPERTY OWNER'S ASSOCIATION
RESIDENT'S CLUB COMMITTEE CHARTER**

WHEREAS, Article III (A), Section 1 of the Barefoot Resort Owners Association, Inc. ("Association's") Bylaws provides that "The affairs of the Association shall be governed by a Board of Directors;"

WHEREAS, Article II (C), Section 16 of the Bylaws provides that the Board of Directors "shall have all of the powers and duties necessary for the administration of the Association's affairs....,"

WHEREAS, Article V of the Bylaws states that the Board may authorize committees to perform such tasks and to serve for such periods as may be designated by the Board, that each committee shall be composed and shall operate in accordance with the terms of the resolution of the Board of Directors designating the committee, that unless otherwise provided in the resolution, the members of a committee shall be appointed by the Board and shall serve at the pleasure of the Board, and that any committee member may be removed by a majority of the members of the Board, with or without cause, at any time and with or without a successor being named;

WHEREAS, the Board of Directors deems it necessary and desirable and in the interest of the individual lot owners and the Association to establish a committee to advise and assist the Board in the operation, care, upkeep and maintenance of the Barefoot Resident's Club.

NOW, THEREFORE, THE BOARD OF DIRECTORS RESOLVES THAT

A Resident's Club Committee is established, having the following terms of reference:

- I. RESPONSIBILITY:** The Resident's Club Committee shall serve at the pleasure of the Board of Directors. The primary purpose of the Resident's Club Committee is to advise the Board on the need for, and operation and maintenance of the Resident's Club including

- a. Providing recommendations, in coordination with appropriate advisory committee, about the need for, estimated cost of, and the timing of, new amenities at the Resident's Club based on an evaluation of the future ongoing maintenance costs and resident usage.
- b. Providing recommendations about a maintenance and repair program for the Resident's Club facilities. Annually, in conjunction with the Lifestyle Director, conduct a physical inspection of the Resident's Club facilities owned by the Association. Verify that existing facilities are identified and properly planned for in the Association's replacement reserve study.
- c. Providing recommendations about the operation, maintenance, and security of the equipment at the Resident's Club with the intent of maximizing utility, improving service life, and reducing operating costs. Establish the ownership of, and inventory all related portable equipment at the Resident's Club.
- d. Monitoring the Association's budget performance for repairs and maintenance for the facilities, recreational programs, and assist in formulating the annual budget each year based on developed programs and improvements in Association services. Be prepared to report concerns and develop solutions for budget overruns to the Association's Board of Directors.
- e. The Committee shall perform such other tasks as may be assigned from time to time by the Board.

II. MANNER OF ORGANIZATION:

a. Membership

- i. The Resident's Club Committee shall consist of at least five (5) and no more than seven (7) members appointed by the Board of Directors. The Committee Chair should recruit and nominate prospective members for appointment by the Board. For the purpose of conducting its business, a simple majority of members shall constitute a quorum.
- ii. Committee members shall be owners in Barefoot Resort Residential Owners Association, however, they may not simultaneously be spouses of Committee liaison of the association's Board of Directors. The Board of Directors will appoint a member of the Board to act as liaison to the Committee.
- iii. Members of the Board of Directors shall be informed of scheduled committee meetings and may attend and participate in the meeting of the Committee, but may not vote on any motion before the Committee.

b. Terms

- i. The Resident's Club Committee members shall normally serve a term of two (2) years and may be appointed for consecutive terms without limitation.
- ii. In an effort to promote continuity, the terms should be staggered so that one-third (1/3) of the closest number to one-third (1/3) of the Committee membership is appointed or re-appointed each year.
- iii. Terms of committee members will begin on January 1 and end on the last day of December.

c. **Committee Chair**

- i. The Resident's Club Chair shall be voted on by the Committee, then submitted to the Board for approval. Meetings without the presence of the Chair are not anticipated; however, should such occasion occur, the Chair may appoint a substitute to lead the meeting.

d. **Removal of Members**

- i. The Board may remove a member of the Committee, with or without cause. Vacancies may be filled by appointment of the Board.

e. **Designation of Recorder**

- i. The Resident's Club Committee Chair will designate a recorder from among the Committee members. The Recorder shall be responsible for maintaining committee records, minutes of meetings, and assisting the Chair in preparing quarterly, special and annual reports to the Board of Directors.

III. MANNER OF OPERATION: The Resident's Club Committee shall conduct its business in the best interest of the Association and in accordance with the Charter, the Association's Declaration, Bylaws and Rules and Regulations. However, any recommendation to the Board shall be forwarded only when a quorum is present. The Committee will take no action of behalf of the Association without prior authorization of the Board of Directors as reflected in the Association's minutes.

a. **Function of the Chair**

- i. Coordinate all committee activities and preside at all committee meetings.
- ii. Prepare required reports to the Board.
- iii. Represent the committee to the Board.
- iv. Prepare recommendations on annual budget proposals in conjunction with input from the Committee members and Lifestyle Director, and submit to the Finance Committee and Management Agent as requested.
- v. In coordination with the Resident's Club Committee, the Lifestyle Director will plan for and administer studies into the need, timing, and type of future recreational facilities.

b. **Meetings**

- i. The Committee will meet as often as deemed necessary by the Chair and at least quarterly with notice to all members and the Board of Directors.
- ii. The Committee will determine its own meeting agenda.
- iii. Meetings shall normally be conducted in an open forum; however, the Committee shall, at its own discretion, and subject to the provisions of applicable statutes, have the option of conducting open or closed meetings dependent upon what the Committee at any give time, deems to be in the best interest of conducting the Committee's business.

c. **Reporting**

- i. The Resident's Club Committee will provide quarterly, special, and annual reports, as requested, summarizing its activity to the Board of Directors.

- ii. The recorder or interim recorder shall prepare and submit through the Chair minutes of all Committee meetings. Copies of all approved meeting minutes shall be delivered to the Management Agent and Board of Directors as soon as practical.

Budget

This Committee will not have a budget and the Board of Directors must approve all expenditures of money.

CHARTER APPROVED 3-13-07
Date

Michael Wood
President of the Board

Debra Lunkin
Secretary of the Board