



VIVO RESORTS
OAXACAN BEACHFRONT LIVING

VIVO RESORTS LEADERSHIP COUNCIL (COUNCIL) CHARTER

WHEREAS, it is in the best interest of all the members of the community at Vivo Resorts to have an organization who acts as advisors to the various Boards of Directors. The “Community” includes the Regime1, Regime 2 (Residential and Commercial), Regime 3, The Master Association and the Villas. This document can be amended to include future Regimes as they are established. The Council will listen and give a voice to the Community and recommend positive changes, additions and adjustments to the Boards of Directors with the intent of enhancing the community experience;
and

WHEREAS, the Boards of Directors of the Regimes and Master have identified the need for such a Council; and

NOW THEREFORE LET IT BE RESOLVED, that these Boards of Directors and Management establish by this resolution a Council whose powers are only advisory in nature;

WHEREAS, the purpose of this Council is to act in concert to recommend unified goals, cost efficiencies, initiatives, rules, regulations and policies that apply to and benefit all Regimes, the Master and the Community and to keep all Boards informed of issues, events and policies that may be of relevance to the Community and that in turn, the Council is kept informed by individual Boards of issues of relevance to the Owners within the Community.

THEREFORE: There is established herein a Council to be known as the Vivo Resorts Leadership Council.

ORGANIZATION

There shall be one representative from each of these entities:

Regime1,

Regime 2 (Residential),

Regime 2 (Commercial),

Regime 3,

The Master Association and the Villas.

Council members shall be appointed by and serve at the discretion of their individual Boards. The Condo Manager shall serve as an ex-officio member of the Council.

MEMBERSHIP

The first Council members shall serve either one-year or two year terms based on a lottery commencing upon appointment. Future members will serve two year terms. Members’ terms shall be staggered so that the terms of no more than three (3) members expire in any one year.

OFFICERS

1. Chairperson: The Council Chairperson shall be elected by the Council. The Chairperson or delegate shall:

- a. Schedule and conduct meetings;
- b. Send notice of meetings in advance of each meeting to all members by email or similar means;
- c. Act as a liaison between the Council, the Boards and the Condo Manager and;

- d. Communicate Board directives to the Council.
 2. Vice-Chairperson: The Council Vice-Chairperson shall be elected by the Council, The Vice-Chairperson or delegate shall:
 - a. Assist the Chairperson in the performance of his/her duties, and
 - b. In the event of absence or incapacity of the Chairperson, is empowered to perform all duties and exercise all authority vested in the Chairperson.
 3. Secretary: The Council Secretary shall be elected by the Council. The Secretary or delegate shall be responsible for:
 - a. Ensuring that minutes/notes of the meeting are recorded and records of the meetings are maintained and distributed to the community;
 - b. Ensuring that records are maintained for any actions undertaken outside of a meeting;
 - c. Report Council recommendations to the Boards and;
 - d. Other administrative duties as assigned by the Chairperson.
- 4. QUORUM AND VOTING**
- a. A Quorum shall be the majority of the members of the Council
 - b. All members of the Council have the power to vote.
 - c. These decisions are advisory and cannot require that the Boards accept their recommendations,

ADMINISTRATION

1. Meetings: The Council shall meet at least quarterly or more frequently at the discretion of the Chairperson
2. Agenda: The agenda shall be set by the Chairperson with input from three members. The Chairperson or designee will circulate agendas and any relevant documents/presentation(s) at or in advance of each meeting, with copies to the Secretary.
3. Minutes/Notes: The Secretary will record minutes/notes of each meeting and submit them for approval to the Council.
4. Council self-assessment: The Council will conduct an annual self-assessment of the effectiveness of the Council. The assessment shall cover at a minimum: Council membership, process, information flow and responsibilities.
5. Reporting: The Chairperson shall report on its activities and make recommendations by submitting a written report at least one week in advance of a regularly scheduled Board meeting. The Chairperson or designee may present the report at any regular Board meeting. The Council will make a presentation at the Annual Meeting.

FUNCTIONS AND RESPONSIBILITIES

1. The Council shall:
 - a. Make suggestions to the Board of Directors of enhancements, programs or projects that the Community desires;
 - b. Assist the Boards in researching and implementing Council approved projects; and
 - c. Assist the Board of Directors as the Boards request assistance.

This resolution is adopted and made a part of the minutes of the January 7, 2021 Organizational Meeting of the Vivo Resorts Leadership Council.

ATTESTED BY: *Patricia K. Simpson*
Secretary