

**SOUTH RIDING PROPRIETARY
POLICY RESOLUTION NO. P2003-1**

Notice and Conduct of Board of Directors' Meetings/Actions without Meeting

WHEREAS, Article 4, Section 4.1 (4) of the Bylaws for South Riding Proprietary ("Bylaws") grants the Board of Directors of South Riding Proprietary (the "Association") the power to adopt, amend and publish rules and regulations not inconsistent with the Association's Declaration, Bylaws, and Rules and Regulations (the "Governing Documents");

WHEREAS, Article 4, Section 4.2 of the Bylaws provides for the holding of meetings by the Association's Board of Directors (the "Board"), and Section 55-510.1 of the Virginia Property Owners' Association Act, *Virginia Code* (1950, as amended) ("the POA Act") sets forth certain requirements for the notice and conduct of Board meetings; and

WHEREAS, Article 4, Section 4.3 of the Bylaws and Section 13.1-865 of the Virginia Nonstock Corporation Act provide that actions by the Board of Directors can be taken without a meeting;

WHEREAS, it is the intent of the Board to adopt this resolution to provide for the orderly conduct of its meetings, and to provide for the notice and open forum requirements of Section 55-510.1 of the POA Act;

NOW, THEREFORE, IT IS HEREBY RESOLVED that the Board, on behalf of the Association and as authorized by the Act, the Governing Documents and this resolution, hereby adopts the following rules and regulations governing the notice and conduct of Board meetings as follows:

1. Open Meetings. All meetings of the Board shall be open to all Owners of record, unless such meeting is appropriately convened in executive session. Minutes of open meetings shall be recorded and be available for inspection and copying as provided in Article 9, Section 9.2 of the Bylaws, and any rules and regulations adopted relating thereto. The term "meeting", as used in this Resolution, does not include executive sessions of the Board.

2. Notice. Notice of each Board meeting shall include the time, date, and place of the meeting, and in the case of special meetings, the purpose(s) of the meeting. Notice shall be given at least three business days in advance of a meeting's scheduled date, except for special or emergency meetings, in which case prior notice will be given as is reasonable under the circumstances.

a. Persons entitled to Notice. Pursuant to Article 4, Section 4.2(b) of the Association's Bylaws, notice of meetings shall be posted or otherwise published in a manner reasonably expected to notify all Owners of the meeting, except that separate notice of a Board meeting shall not be necessary if such meeting is held immediately following the Association's annual meeting and if notice of the Board meeting was contained in the notice for the annual meeting. In addition, notice of Board meetings shall specifically be given to the following:

(1) each Director on the Board, with the notice being given either in writing or orally, by mail, telephone, facsimile transmission, e-mail, or other wire or wireless communication. Notice may be waived as set forth in Article 4, Section 4.2(c) of the Bylaws;

(2) Any Owner who specifically requests such notice, with the notice being given by U.S. mail at the address designated in writing by the Owner, by hand-delivery by an officer of the association, provided that the officer certifies in writing that notice was delivered to the Owner, or by such other means of communication as may be mutually agreed upon, to include notice by e-mail to an e-mail address designated by the Owner (an Owner's request to be notified of Board meetings on a continual basis must be made to the Secretary at least once a year, in writing, and include the Owner's name, address, and zip code); and

(3) Mortgagees, as set forth in Article 13, Sections 13.2 and 13.3 of the Association's Declaration.

3. Agenda Packets and Materials. At least one copy of all agenda packets and materials furnished to the Board for a meeting shall be made available for inspection by Owners at the same time these documents are furnished to the Board.

4. Audio and Video Recording. An Owner may make an audio and/or video recording of any portion of a meeting required to be open, subject to the following rules governing the placement and use of necessary recording equipment, to prevent interference with the proceedings:

a. An Owner desiring to make an audio and/or video recording of a meeting shall arrive at the designated meeting place at least fifteen minutes prior to the scheduled start time of the meeting to situate his or her recording device accordingly. No one may record the meeting without first identifying the fact that he or she intends to record the meeting. This identification of the intent to record shall be made to the person designated by the Board to take the official minutes of the meeting.

b. All Audio recording devices shall be placed on a table or such other area and designated by the Board and located in close proximity to the Board. An Owner desiring to make a video recording must stand or sit in an area of the meeting room where use of the recording equipment will not block other attendees view of the Board or otherwise interfere with the proceedings.

c. Immediately prior to the call to order of the meeting, a Board member shall announce that the meeting is about to begin and all Owners desiring to record the meeting should identify themselves for the record and activate their recording devices.

d. An Owner's use of an audio and/or video recording device shall not interfere with the meeting.

e. If an Owner must attend to his or her recording device during the course of the meeting, the Owner must do so in a manner that does not interfere with the meeting. Specifically, the Owner shall not request that the meeting be interrupted so that he or she can change the tape or make other adjustments to his or her recording device.

f. All recording devices used by Owners must be of such nature, size, and type as to not interfere with the course of a meeting or hinder other Owners' use of recording devices at a meeting.

g. If an Owner is found, by the Board, to be interfering with a meeting based upon his or her use of a recording device, then that Owner shall be prohibited from further recording for that meeting unless the Board consents to the continuance of the recording.

h. An Owner shall be solely responsible for any loss, theft or damage to any recording device that the Owner uses to record a meeting. In the event of said loss, theft or damage to his or her recording device, the Owner shall hold the Board of Directors and Association harmless from any and all liability.

i. An Owner shall be solely responsible for any and all errors that occur in the recording process. Accordingly, no portion of any meeting shall be repeated nor shall a meeting be stopped or interrupted based upon failure of an Owner's recording device, whether the result of human error or mechanical error.

5. Telephone or Video Conference. If a meeting is held by telephone or videoconference, or similar electronic means, at least two Board members shall be physically present at the meeting place indicated in the meeting notice. The audio equipment being used during the conference must be sufficient for anyone attending the meeting to hear what is said by any Board member who is not physically present but is participating in the meeting.

6. Voting by Secret or Written Ballot. Voting by secret or written ballot in an open meeting shall not be allowed, except for the election of officers.

7. Owner Comment During Meetings. At the beginning of each meeting, the Board shall give Owners the opportunity to comment on any matter relating to the Association, except that if it is a special meeting or if the meeting's agenda is limited to specific topics, Owners' comments shall be limited to the topics listed on the agenda. Any Owner wishing to make comments during this time period must sign-up to do so prior to the meeting. In fairness to other Owners wishing to make comment during this time period, each Owner's comments may be limited in duration by the Chairperson of the Board, or as otherwise determined by the Board in its discretion.

8. Executive Sessions.

a. The Board may convene in executive session, upon affirmative vote in an open meeting to do so. The motion to convene in executive session shall state specifically the purpose for the executive session. Reference to the motion and the executive session's stated purpose shall be included in the minutes.

b. Executive sessions may be convened only for the following purposes:

- (1) To consider personnel matters;
- (2) To consult with legal counsel;
- (3) To discuss and consider contracts, and pending or probable litigation;
- (4) To discuss and consider matters involving violations of the Declaration or rules and regulations adopted pursuant thereto, for which an Owner, his/her family members, tenants, guests or other invitees are responsible; or
- (5) To discuss and consider the personal liability of Owners.

c. During the executive session, the Board shall restrict the consideration of matters to only those purposes specifically exempted and stated in the motion.

d. No contract, motion, or other action adopted, passed, or agreed to in executive session shall become effective unless the Board, following the executive session, reconvenes in open meeting and takes a vote on such contract, motion or other action which shall have its substance reasonably identified in the open meeting.

e. These executive session requirements shall not be interpreted to require the disclosure of information in violation of law.

9. Actions Without Meeting.

a. Pursuant to Article 4, Section 4.3 of the Bylaws, and notwithstanding any of the above provisions, any action by the Board that is required or permitted to be taken at a meeting may be taken without a meeting if, either before or after such action is taken, all Board members sign a written consent setting forth action taken.

(1) Action taken without a meeting becomes effective when the last Board member signs a written consent, or on such other date as may be specifically designated in the consent, as long as the consent states the date on which the Board member signed it.

b. Such written consent shall have the same force and effect as a unanimous vote and shall be filed with the minutes of the Board.

c. For actions taken without a meeting, the Board may conduct Association business by any written or oral communication, to include but not limited to mail, telephone, facsimile transmission, and e-mail.

d. Any copy, facsimile transmission, computer printout, or other reliable reproduction of the written consent required by this Section may be substituted or used in lieu of the original written consent for any and all purposes for which the original written consent could be used, provided that such copy or other reproduction shall be a complete reproduction of the entire original written consent.

e. The written consent shall be deemed “signed” by a Board member if that Board member affixes his or her signature on the written consent document or, in cases where e-mail is used to conduct business, if that Board member’s e-mail contains an electronic signature.

(1) For purpose of this Section, the term “electronic signature” means an electronic symbol attached to, or associated with, the e-mail that is executed or adopted by the Board member with the intent to sign the e-mail.

**SOUTH RIDING PROPRIETARY
RESOLUTIONS ACTION RECORD**

Resolution Type: Policy

No. P2003-1

Pertaining to: Notice and Conduct of Board of Directors Meetings; Actions without Meeting

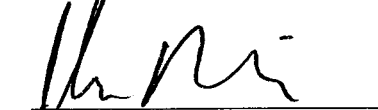
Duly adopted at a meeting of the Board of Directors held May 8, 2003

Motion by: Mr. Dei

Seconded by: Mrs. Horne

	YES	NO	VOTE:	
			ABSTAIN	ABSENT
<u>Mr. Harris</u>	X			
<u>Mrs. Bacak</u>	X			
<u>Mrs. Horne</u>	X			
<u>Mr. Dei</u>	X			
<u>Mr. Ceresa</u>	X			
<u>Mr. Gilligan</u>	X			
<u>Mr. Salmon</u>	X			

ATTEST:



President

5/16/03
Date

FILE:

Book of Minutes - 2003

Book of Resolutions:

Book No.

Page No.

Administrative
Policy
Regulatory
Special
General

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Resolution effective: June 1, 2003