

South Riding Proprietary
Administrative Resolution A2005-01
Operating Guidelines for Committees
Amended December 6, 2007 and July 6, 2023

WHEREAS, Article 4, Section 4.1 of the By-Laws for South Riding Proprietary “ByLaws” and “Association,” respectively) grants the Board of Directors (“Board”) “all of the powers and duties necessary for the administration of the affairs of the Association” and permits the Board to “do all such acts and things as are not required to be exercised or done by the Owners” in accordance with the Virginia Nonstock Corporation Act, the Virginia Property Owners Association Act (“POAA”), the Association Declaration (“Declaration”) or the Association Articles of Incorporation (“ Articles”); and

WHEREAS, Article 7, Section 7.1 of the By-Laws requires the Board to “establish a Covenants Committee as set forth in Article 9 of the Declaration” and to “establish an Elections Committee as required in Article 5 of the Articles;” and

WHEREAS, Article 7, Section 7.2 of the By-Laws grants the Board the right to “create and abolish from time to time such other Committees consisting of two or more persons as the Board may deem appropriate to aid in the administration of the affairs of the Association;” and

WHEREAS, Article 7, Section 7.2 of the By-Laws further states, “such Committees may have the powers and duties fixed by Resolutions of the Board;” and

WHEREAS, Article 7, Section 7.4 of the By-Laws states that the “procedures for Committee meetings may be the same as set forth for meetings of the Board” in Section 4.2 of the By-Laws and that “the Chair may serve as the presiding officer of the Committee;” and

WHEREAS, the Virginia Property Owners Association Act, Section 55.1-1815 (“POAA”) outlines certain requirements and restrictions concerning the operation of the Board and Board Committees; and

WHEREAS, the Board deems it necessary and desirable to establish a uniform set of operating rules and procedures for the conduct of Committee business to supplement the Association Declaration, Articles, and By Laws (“Association Documents”) and the POAA.

GENERAL

1. In cases where a Committee’s approved Charter is not in accordance with these Guidelines, the language of the Charter will control. In cases where these Guidelines are not in accordance with the Association Documents or the Act or any other applicable statute, the Association Documents, the Act or other applicable statute control(s). The Board may delegate certain authorities vested in the Board by the Association Documents to any Committee, and these authorities may change from time to time in accordance with the desires of the Board.

REGARDING CHARTERS

1. The Board will develop and approve a Charter for each new Committee upon establishing that new Committee, which shall outline among other things the Committee’s purpose, responsibilities, and governance (in addition to the governance outlined in these Guidelines).

2. Committees can suggest modifications to their own Charters. The Board must approve charters and modifications to Charters.
3. All Committees serve at the pleasure of the Board in an advisory nature ONLY unless otherwise specified in the Charter or the Association Documents. In performing its duties and fulfilling its responsibilities, the Committees shall act in accordance with all of the provisions of the Association Documents, all applicable laws and ordinances, Board Resolutions and directives, and the respective Committee Charter.

REGARDING COMMITTEE CONDUCT

1. Committees are authorized to form Sub-Committees, task forces or working groups (“Sub-Committees”) to assist with Committee tasks. Such Sub-Committees shall have only that authority given to them by the Committee at the time the Sub-Committees are formed, and such authority shall not exceed that of the forming Committee. Members of Sub-Committees must meet Association Membership requirements but need not be members of any Committee.
2. In conducting the routine business of the Committee as outlined in its charter, Committee and Sub-Committee members may find it necessary to communicate with persons representing entities outside of South Riding (including but not limited to members of the Federal, State or local governments, public health and safety officials, members of the media, business contractors, or other third parties). During such communications no Committee or Sub-Committee member may represent a position or opinion of the Board or the Association to persons representing such outside entities, unless previously authorized to do so by the Board. The circumstances and content of any such communications must be disclosed to the Committee Chairperson as soon thereafter as possible, and the Chairperson in turn is required to disclose the same information as soon thereafter as possible to the Board, through the General Manager or Board President.
3. No Committee or Sub Committee is authorized to obligate the Association in any financial or legal matter (including but not limited to contracting for services, borrowing money, purchasing equipment and supplies, or approving requests) on behalf of the Board without Board approval.
4. Procedures for Board of Directors approval of requested actions:
 - a. Monetary related – Operating budget**
 - i. The operating budget approved annually by the Board is the fund that provides the money for routine operations of the Association, including those undertaken by Committees. Expenditures for items within this portion of the budget and for the approved dollar amount generally require no further approval.
 - b. Monetary related – Capital budget**
 - i. The capital budget is established by the Budget & Finance Committee annually to provide funds, generally speaking, for one-time expenses or initial startup of a program. Thereafter, if a program continues the annual costs usually become routine and therefore part of the operating budget. Note that even though a Committee budget may contain some requests for capital fund projects, expenditures for items within this portion of the budget generally are not guaranteed.

- ii. Funds for capital expenses must first be approved by the Budget & Finance Committee. The Budget & Finance Committee will then make a recommendation for the funding to the board and, if then approved, the funds are released.

c. Non-monetary related

- i. Requests for action by the Board must be documented in writing and provided to the General Manager by the applicable monthly deadline in order to be included in the agenda packet. Committee Chairs or their designees may also make an oral presentation to the Board at the applicable meeting. Written materials should be as comprehensive as possible in order to allow the board to make an informed decision.
 - ii. The Board of Directors generally meets on the 1st Thursday of each month with certain exceptions.
 - iii. On the Friday before each meeting an “agenda packet” containing items of information and for action is sent to the Board members. Staff includes the most recent copy of their minutes, other items of information, and any requests that require Board approval for inclusion in the packet.
 - iv. Generally speaking, the Board will not act immediately on requests made for the first time at a meeting without supporting documentation in advance of the meeting.
5. Committee and Sub-Committee meetings shall be conducted in accordance with current Roberts Rules of Order, when not in conflict with the Act or the Association Documents.
6. Quorum of a Committee or Sub-Committee. At all meetings, a majority of the total number of voting members shall constitute a quorum for the transaction of business, and a majority vote while a quorum is present shall constitute the decision of the Committee. If at any meeting of a Committee there is less than a quorum present, a majority of those present may recess or adjourn the meeting from time to time. When the recessed or adjourned meeting is reconvened, if a quorum is present, any business that might have been transacted at the meeting originally called may be transacted without further notice. A voting member who participates in a meeting by any means of communication by which all directors or Committee members may simultaneously hear each other during the meeting shall be deemed present at the meeting for all purposes.
7. While not encouraged, votes may be taken between meetings. Any action required or permitted to be taken at a Committee meeting may be taken without a meeting if consent in writing, setting forth the action taken, shall be signed either before or after such action by all of the Committee members. Any such written consent shall have the same force and effect as a unanimous vote and shall be filed with the minutes of the Committee. The provisions of this Section shall be in accordance with the POAA and replace any previously adopted Association guidelines, policies or resolutions concerning voting and taking action without a meeting with the exception of Resolution A2002-03, Investment Guidelines.
8. A notice for each Committee and Sub-Committee meeting shall be developed by Staff posted on the South Riding Proprietary website and provided to the Committee membership and the community at least 3 business days prior to the meeting unless such notice is waived by all Committee members in accordance with Section 4.2 of the by-laws.

9. Notice, reasonable under the circumstances, of special or emergency Committee and Sub-Committee meetings shall be given contemporaneously to the Association membership with the notice provided to the members of the Committee or Sub-Committee.
10. The agenda for all Committee and Sub-Committee meetings shall also be posted on the Association website with the meeting announcement. Additionally, and unless otherwise exempt as relating to an executive session pursuant to the Act, at least one copy of all agenda packets and materials furnished to members of a Committee or Sub-Committee for a meeting shall be made available for inspection by the Association membership at the same time such documents are furnished to the members of the Committee or Sub-Committee.
11. All Committee and Sub-Committee meetings shall be open to all Association members of record. Any Association member may record any portion of a meeting required to be open. (Procedures for recording meetings can be found in Board Policy Resolution P2003-1). The Board rules governing the placement and use of equipment necessary for recording a meeting to prevent interference with the proceedings shall apply to Committee and Sub-Committee meetings. Each Committee meeting must include a “resident comment period” where any Association Member or resident may speak on any matter before the Committee or raise a new matter for Committee consideration. The Committee Chair reserves the right to limit the total time dedicated to the resident comment period, or limit the duration of each resident’s comment, or both.
12. A Committee or Sub-Committee may convene in executive session to consider personnel matters; consult with legal counsel in accordance with the Board of Directors operating procedures; discuss and consider contracts, pending or probable litigation and matters involving violations of the declaration or rules and regulations adopted pursuant thereto for which a member, his family members, tenants, guests or other invitees are responsible; or discuss and consider the personal liability of members to the association, upon the affirmative vote in an open meeting to assemble in executive session. The motion shall state specifically the purpose for the executive session. Reference to the motion and the stated purpose for the executive session shall be included in the minutes. No contract, motion or other action adopted, passed or agreed to in executive session shall become effective unless the Committee or Sub-Committee, 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. The requirements of this section shall not require the disclosure of information in violation of law.
13. Written minutes must be taken at all Committee meetings, and must include the following as a minimum:
 - a. Date and location of meeting, and time meeting was called to order.
 - b. Attendance
 - c. Formal motions.
 - d. Synopsis of any actions
 - e. Time of adjournment.
14. Draft minutes shall be circulated to the Committee membership in advance of the following Committee meeting, for approval at the meeting. Draft meeting minutes are to be sent to the Board to be included in time for the next month’s Board packet.
15. Finalized Committee meeting minutes must be posted on the Proprietary website.

16. Committees do not have authority to delegate responsibilities to staff but may – through the Committee Chair – request staff assistance with certain tasks through the General Manager. Typical Staff responsibilities include: developing meeting notices and agendas and ensuring they are posted appropriately to the South Riding website; writing meeting minutes; tracking membership attendance; updating the committee’s webpage; responding to resident inquiries; establishing and maintaining committee leadership and membership email distribution lists; and ensuring meeting room availability and setup.

REGARDING MEMBERSHIP

1. All Committee members shall be recommended by the Committee Chair and members of all Committees MUST be appointed by the Board. Such recommendations will follow a Committee charter’s membership requirements.
2. Committee members may be appointed at any time for terms ending at the February Board meeting, with the exception of Community Standards (Covenants) and Elections committee members, who will have terms ending 1 year from the date of appointment. The Board will annually consider re-appointments at the February Board meeting.
3. There shall be no limit to the number of terms that can be served by any Committee member on any Committee.
4. A Committee member missing three consecutive Committee meetings (unexcused or without notice) will automatically forfeit Committee membership.
5. A Committee Chair can recommend to the Board removal of any Committee member for cause. Any Committee member whose removal has been proposed by the Committee Chair shall be given at least ten days’ notice of the time, place and purpose of the Board meeting at which such removal will be considered and shall be given an opportunity to be heard at the meeting.
6. Committee members must be Members in Good Standing, and an owner, the spouse/partner of an owner, a signatory on a lease or the spouse/partner of a lease signatory. As defined in South Riding Proprietary, Inc., Administrative Resolution No. A2003-1, Member in Good Standing Policies, Section B, *“A member in good standing is an Owner who is not more than sixty days delinquent in meeting financial obligations to the Association, or who has not been found by the Covenants Committee or the Board, after a hearing, to be in violation of the Association Documents or Rules and Regulations, as such terms are defined in the Association Declaration. Notwithstanding the terms of this section, a member shall be provided with 30 days following a hearing, or such other time as may be provided as a result of a hearing, whichever is less, to cure a violation before such member is considered to not be in good standing.*
7. *Furthermore, in the case of a resident non-Owner serving on a Committee, a member in good standing is the tenant of an Owner who is not more than sixty days delinquent in meeting financial obligations to the Association or who has not been found by the Covenants Committee or Board, after a hearing, to be in violation of the Association Documents or Rules and Regulations, as such terms are defined in the Association Declaration. Notwithstanding the terms of this section, a member shall be provided with 30 days following a hearing, or such other time as may be provided as a result of a hearing, whichever is less, to cure a violation before the tenant of such member is considered to not be in good standing.”*
8. Unless otherwise authorized by the Board, Board members may not serve on Committees or Sub Committees.

9. An Association staff members (a resident) serving on a Committee is not permitted to cast a Committee vote. In addition, a staff liaison will be assigned by the General Manager to attend all committee meetings and to serve as non-voting members to provide for Board liaison and staff support.

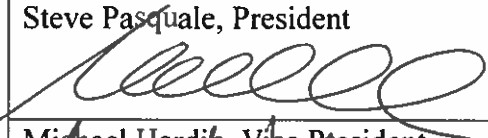
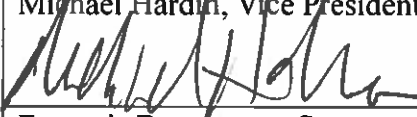


REGARDING OFFICERS

1. Not later than the December board meeting of each year, each Committee shall recommend a Chair to the board for approval. The Chair will preside at all meetings of the Committee; have general and active direction of the business of the Committee; see to the execution of the resolutions of the Committee; see that all orders and resolutions of the Committee are carried into effect; and, in general, perform all the duties incident to the office of Chair. Board members serving on a Committee are not eligible to act as a Committee Chair or working group unless so authorized by the Board. When a new Chair is appointed, the outgoing Chair will be responsible to conduct a transition to the incoming Chair.
2. It is desirable for Committees to annually elect a Vice-Chair. The Vice Chair shall take the place of the Chair and perform the duties of the Chair whenever the Chair shall be absent or unable to act. The Vice Chair shall also perform such other duties as shall from time to time be imposed by the Board of Directors, the Committee, or by the Chair.
3. In the event the Chair vacates the position at any point during a term, it is desirable for Committee continuity for the Vice Chair to become Acting Chair. Within 3 months, the Committee should recommend to the Board a new Chair to serve out the duration of the term.
4. Each Committee or Sub-Committee should appoint one of its Members to be a Secretary or Minutes-taker. This position may be filled by the staff liaison if deemed appropriate by the Committee and approved by the Board.
5. Other Committee officers, if any, and their duties, shall be determined in the Committee's Charter.
6. There are no limitations on the number of terms that may be served by a Committee officer, so long as the officer remains a Committee member.

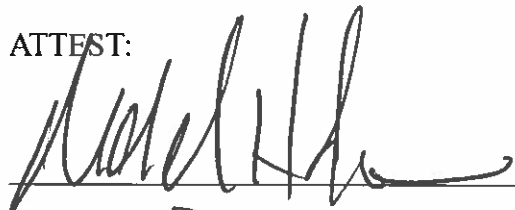
The effective date of this Resolution shall be July 6, 2023. On July 6, 2023, this Resolution shall supersede and replace all prior resolutions regarding virtual meetings.

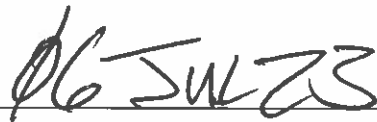
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Administrative Resolution A2005-01
Operating Guidelines for Committees
Amended December 6, 2007 and July 6, 2023**

Duly adopted at a meeting of the Board of Directors held July 6, 2023.

| | VOTE: YES | VOTE: NO | ABSTAIN | ABSENT |
|---|--------------|-------------|---------|--------|
| Steve Pasquale, President  | X | | | |
| Michael Hardin, Vice President  | X | | | |
| Francois Desamours, Secretary | | | | X |
| Kevin Ubelhart, Treasurer  | X | | | |
| Mark Pontello, Director | | | | X |
| Mike Beardslee, Director  | X | | | |
| Marilyn Gardner, Director | | | | X |

ATTEST:


Secretary vPR3


Date

Resolution effective: July 6, 2023