

**WESTERLEY HOMEOWNERS ASSOCIATION**

**RESOLUTION NO. 2015-01**

**Standard Policy for Committees**

**WHEREAS**, Article III, Section 3(b)(1) of the Declaration of Covenants, Conditions and Restrictions (“Declaration”) for Westerley Homeowners Association (“Association”) provides that the Association Board of Directors (“Board”) shall have all powers for the conduct of the affairs of the Association which are enabled by law or the Founding Documents which are not specifically reserved to Association Members;

**WHEREAS**, Article V, Section 1 of the By-Laws of Westerley Homeowners Association (“By-Laws”) provides that the affairs of Westerley Homeowners Association (“Association”) shall be managed by a Board of Directors (“Board”);

**WHEREAS**, Article VIII, Section 1(c) of the By-Laws provides that that Board shall have the power to exercise for the Association all powers, duties, and authority vested in or delegated to the Association that is not reserved to the Association membership by other provisions of the By-Laws, the Articles of Incorporation, or the Declaration ;

**WHEREAS**, Article IX, Section 1 of the By-Laws empowers the Board to appoint committees as deemed appropriate in carrying out the Board’s purposes;

**WHEREAS**, the Board deems it necessary and advisable to establish standard guidelines and policies for all Association committees; and,

**WHEREAS**, for the benefit and protection of all Lot Owners, the Board deems it desirable to formally adopt a policy resolution establish guidelines for the establishment and conduct of Committees (“Policy”).

**NOW, THEREFORE, BE IT RESOLVED THAT:**

**ARTICLE I**  
**GENERAL PROVISIONS**

**A. Applicability**

1. Except as those provisions of Article II of this Policy, which shall apply to all Association committee, this Policy may be applied to Association committees by express incorporation in a committee charter.
2. All Association committees shall be established and governed by a written charter adopted by the Board.
3. In the case of conflict between this Policy and a committee charter, the terms of the Policy shall override the charter.

- B. **Definitions.** Terms not otherwise defined herein shall be given the meaning provided in the Declaration, then the Bylaws, or if no definition is provided therein, the Virginia Property Owners' Association Act, then the Virginia Nonstock Corporation Act.

**ARTICLE II**  
**PROVISIONS APPLICABLE TO ALL COMMITTEES**

**A. Committee Membership**

1. Committees should consist of not less than three nor more than nine persons, as determined by the Board.
2. No salary or other compensation shall be paid by the Association to a member of any committee for service on the committee.
3. Committee members shall be appointed by the Board and may be removed, with or without cause, by the Board.
4. Committee members may resign, at any time, by delivery of written notice to the Committee Chair. Unless otherwise specified in the notice, such resignation shall take effect upon receipt of the notice by the Committee Chair and acceptance by the Committee or Board shall not be necessary to make the resignation effective.
5. The Board may appoint any person to serve on a Committee and shall provide a written offer letter to all potential appointees. Appointees must sign the offer letter and return the letter to the Board before such appointment becomes effective. Unless otherwise specified in the offer, the offer is valid for 90 days, withdrawn by the Board, or rejected by the appointee.

**B. Committee Chair**

1. The Board shall appoint a Committee Chair and Vice Chair from among the Committee members.
2. The Chair shall preside over meetings of the Committee.
3. The Vice Chair shall take the place of the Chair and perform the duties of the Chair whenever the Chair is absent or unable to act.
4. The Chair shall serve as the liaison between the Committee and the Board, the Association managing agent, and owners and residents.
5. The Chair will be provided a method to publish meeting notices on the Association's website, or elsewhere, where the Board has reasonably calculated them to be available to a majority of lot owners.

**C. Meetings**

1. All meetings are open to all members of record of the Association.
2. The Committee Chair shall select the date, time, place, and frequency of its regular meetings. The Committee must meet at least once per year.
3. Special meetings may be called by the Committee Chair or upon the written request of any two Committee members.
4. Notice of regular meetings must be provided at least three days in advance.

5. Notice of special meetings should be given as early as possible and should be given to Members, in a manner reasonable under the circumstances, at the same time as to Committee members.
6. At all meetings of the Committee, a majority of the total number of Committee members shall constitute a quorum. .
7. All decisions of the Committee shall be made by a majority vote of those members present and voting at a meeting at which a quorum of the Committee is present.
8. Meetings may be conducted by telephone conference or video conference or similar electronic means if two members of the Committee are physically present at the meeting place included in the notice of meeting. Audio equipment shall be sufficient for any member in attendance to hear what is said by any member of the Committee participating in the meeting who is not physically present.
9. The Committee shall set aside a designated time during each meeting to allow Association embers to comment on any matter related to the Association or committee. During a meeting at which the agenda is limited to specific topics or at a special meeting, the Committee may limit the comments of Association members to the topics listed on the meeting agenda.
10. The Committee may convene in executive session to consider only those matters specified in Section 55-510 C of the Virginia Property Owners' Association Act.

**D. Duties** (*Duties specified in this section are in addition to any given in the committee charter*).

1. The Committee shall receive complaints from members on any matter involving Association functions, duties, and activities within its field of responsibility. It shall dispose of such complaints as it deems appropriate or refer them to such other committee, director, or officer of the Association as is further concerned with the matter presented (Based on Bylaws Article IX, Section 2).
2. The Committee shall keep minutes of all its meetings and deliver them to Management to become part of the Associations records.
3. The Committee shall report all expenditures it approves to the Board and to Management no later than seven (7) days after the approval. If the Committee produces regular committee reports, expenditures shall be a part of the report.

**E. Powers.** (*Powers specified in this section are in addition to any given in the committee charter*).

1. The Committee is authorized to spend any funds allocated to it by the board in accordance with the purposes and restrictions set by the board when allocating the funds.

**F. Standards.** The following standards of conduct exist for each Committee member:

1. The duty to act in accordance with good faith judgment and in the best interest of the Association;
2. The duty of undivided loyalty to the Association;

3. The duty to avoid conflicts of interest in a transaction with the Association in which a Board member or Committee member has a direct or indirect personal interest;
4. The duty to maintain the confidences and confidential information of the Association in accordance with policies adopted by the Board and consistent with requirements of applicable law;
5. The duty to comply with the requirements of the Virginia Property Owners' Association Act and relevant provisions of the Bylaws with respect to Board meetings. Meetings shall be open to all members of record and minutes shall be recorded and made available for examination. The Board or a Committee may only convene in closed executive session to consider matters specifically permitted by law.
6. The duty to preserve the confidential nature of matters considered in closed executive session by refraining from discussion of those matters outside that forum.

**WESTERLEY HOMEOWNERS ASSOCIATION**  
**RESOLUTIONS ACTION RECORDED**

Resolution Type: Policy

Pertaining to: Committees

Duly adopted at a meeting of the Board of Directors held 2015-07-21.

Motion by: Anthony DeRobertis

Seconded by:

<b>Director</b>	<b>VOTE</b>			
	<b>YES</b>	<b>NO</b>	<b>ABSTAIN</b>	<b>ABSENT</b>
Anthony DeRobertis <i>President</i>	<b>X</b>			
Jeff Marsh <i>Vice President</i>	<b>X</b>			
Stephanie Byers <i>Secretary</i>	<b>X</b>			
Angela Ojeda <i>Treasurer</i>	<b>X</b>			
Trushant Mehta <i>Director</i>	<b>X</b>			

ATTEST:

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
Date

FILE:

Resolution effective: August 15, 2015.

**FOR ASSOCIATION RECORDS**

I hereby certify that a copy of the foregoing Policy Resolution was \_\_\_ mailed or hand-delivered to the owners/members of WESTERLEY Homeowners Association, on this \_\_\_\_ day of \_\_\_\_\_, 2015.

\_\_\_\_\_  
\_\_\_\_\_, Secretary