



Board & Association Operations Resolution 1

Meetings of the Board

WHEREAS, the Board of Directors is responsible for the administration and operation of the Association consistent with the amended provisions of the Reston Documents; and

WHEREAS, Section III.2(e) of the First Amendment to the Deed of Amendment to the Deeds of Dedication of Reston ("Amended Reston Deed") delineates that it is a purpose of the Association to do any and all lawful things and acts that it, in its discretion, may deem to be for the benefit of the Property and the Owners and inhabitants thereof; and

WHEREAS, Section III.2(f) of the Amended Reston Deed delineates that it is a purpose of the Association to exercise the powers now or hereafter conferred by law on Virginia nonstock corporations and the Property Owners Association Act ("POAA"), as may be necessary or desirable to accomplish the purposes set forth above; and

WHEREAS, Section III.5(d)(2) stipulates that a Director shall be deemed to have resigned and his membership on the Board of Directors and such membership on the Board of Directors shall be terminated immediately upon absence from three consecutive meetings without sufficient cause; and

WHEREAS, Section V.3 of the Amended Bylaws of Reston Association ("Amended Bylaws") imposes certain requirements on the Reston Association ("RA") Board of Directors regarding its conduct of meetings; and

WHEREAS, it is the intent of the RA Board of Directors to conduct its meetings as expeditiously as possible.

NOW, THEREFORE, BE IT RESOLVED, that the following policies govern the meetings of the RA Board of Directors:

- A. Meetings Defined.** Meetings of the Board of Directors shall include the Initial Meeting, Regular Meetings, Special Meetings, and Work Sessions. E-mail exchanges, that are not simultaneous (as opposed to chat rooms or "instant messaging"), shall not be considered meetings.
1. Initial Board Meeting. The Initial Meeting of the newly composed Board of Directors shall be held on the day following the Annual Meeting of Members, at a place and time to be set by the Board of Directors. The primary purpose of such meeting shall be to elect Officers.
 2. Regular Meetings. Regular meetings of the Board of Directors shall be held at 7:00 p.m., at Reston Association, 1930 Isaac Newton Square, on the fourth Thursday of each month, except in April, August, November and December. Annually, the Board shall ratify the time, place, and date of its Regular Board Meetings during its Regular Meeting in November.

3. Special Meetings. Special Meetings of the Board of Directors may be called by the President or at the request of any two Directors. Notice of Special Meetings shall be provided to the Directors at least two days in advance by first-class mail, telegram, telephone, hand delivery, or electronic means, as defined in Section IX.5(a) of the Amended Reston Deed and in accordance with any resolutions adopted by the Board of Directors, unless waived by a Director by attendance at the meeting or by written waiver signed before or after the meeting.
4. Work Sessions. Work Session of the Board of Directors may be called by the Board President and Chief Executive Officer. Notice of Work Sessions shall be provided to the Directors at least 14 business days in advance by first-class mail, telegram, telephone, hand delivery, or electronic means in accordance with any resolutions adopted by the Board of Directors, unless waived by a Director by attendance at the meeting or by written waiver signed before or after the meeting.

B. Notice of Board Meetings.

1. Notice of the time, date, and place of each meeting shall be published on the Association's website www.reston.org and in the Association's quarterly newsletter, the Reston Resource, which are calculated to be available to a majority of Members and shall be sent by first-class mail or by electronic means to any Member requesting such notice.
2. Any Member may make a written request to be notified on a continual basis of such meetings of the Board of Directors, in accordance with the POAA, as amended, and any resolutions adopted by the Board of Directors.
3. Notice to Directors shall be deemed to have been received by the Director within the following time frame or manner:
 - i. if by mail, four (4) days after the postmark date.
 - ii. if by telegram or hand delivery, on the date of delivery.
 - iii. if by telephone, on the date that the information was personally communicated to the director.
 - iv. if by facsimile communication when directed and sent to a number at which the Director has consented to receive notice.
 - v. if by electronic mail (involving no physical transfer of paper), when directed and sent to an electronic mail address at which the Director has consented to receive notice.
 - vi. if by any other form of electronic transmission consented to by the Director, or the date the information was directed and sent.
3. Messages left on answering machines, voice mail, or by any other means other than as may be specifically permitted shall not constitute notice without Director consent. Any such consent of a Director to notice by facsimile communication, electronic mail or any other form of electronic transmission is revocable by written notice to the Association's Secretary or will be deemed revoked under the circumstances set forth in the Virginia Nonstock Corporation Act.

C. Location of Meetings. Unless a larger space is required to accommodate Members, the Board of Directors may hold their meetings in the main conference room of the Association's Administrative offices at Isaac Newton Square, but may be held in a different location with appropriate notice.

- D. Open Meeting Requirement.** All meetings of the Board of Directors, except those held in executive session, shall be open to the Members, in accordance with the POAA, as amended, and any resolutions adopted by the Board of Directors.
- E. Conduct of Meetings.**
1. The President shall preside over meetings of the Board of Directors and the Secretary shall keep, in accordance with Board & Administration Resolution 10 on Records, the minutes of the meetings and record in writing all resolutions adopted at the meetings and proceedings occurring at the meetings.
 2. The then current edition of Robert's Rules of Order, Newly Revised, shall govern the conduct of the meetings of the Board of Directors, as appropriate, when not in conflict with the POAA, the Nonstock Corporation Act, as both statutes may be amended, or the Reston Documents.
- F. Meeting Length.** All Regular Meetings of the Board not adjourned earlier, will automatically conclude no longer than four (4) hours after their beginning at 7:00 p.m., unless by two-thirds vote of the quorum of the Directors present, the Board of Directors decides to suspend the rules and extend the meeting time.
- G. Action by Directors without Meeting.**
1. Any action by the Board of Directors required or permitted to be taken at any meeting may be taken without a meeting if a consent in writing setting forth the action taken shall be signed either before or after such action is taken by all of the Directors.
 2. Written consent shall have the same force and effect as a unanimous vote and shall be filed with the minutes of the Board of Directors.
 3. Written consent may be submitted and/or obtained by electronic means.
- H. Use of Technology.** A meeting may be conducted by telephone or videoconference or similar electronic means, in accordance with the POAA, as amended, and any resolutions adopted by the Board of Directors. Directors participating in such a manner may vote and shall be deemed present for such a meeting.
- I. Voting by Secret Ballot.** Voting by secret or written ballot in an open meeting shall not be permitted except for the election of Officers.
- J. Executive Session.**
1. By majority vote of the Directors present, the Board of Directors may convene in executive session to consider personnel matters; consult with legal counsel; discuss and consider contracts; potential, probable, or pending litigation; and matters involving violations of the Reston Documents or rules and regulations adopted by the Board of Directors; or discuss and consider the personal liability of Members, upon the affirmative vote in an open meeting to assemble in executive session.

2. The motion shall state specifically the purpose of the closed session.
3. Reference to the motion and the stated purpose for the executive session shall be included in the minutes.
4. The Board of Directors shall restrict the consideration of matters during the executive session portions of meetings to only those purposes specifically exempted and stated in the motion.
5. No contract, motion or other action adopted, passed, consented, or agreed to in closed session shall become effective unless the Board of Directors, 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.

K. Recording Meetings of the Board of Directors.

1. The Association may have its Regular Board Meetings and Public Hearings televised.
2. Any Member may record any open portion of a meeting of the Board of Directors, as permitted in the POAA, as amended, and, pursuant to, any resolutions adopted by the Board of Directors.

L. Agenda Packets. Members shall have the right to review agenda packets and materials, as permitted in the POAA, as amended, and, pursuant to, any resolutions adopted by the Board of Directors.

1. The Board Administration Committee shall establish the draft Regular Meeting agenda.
2. Unless otherwise directed by the President, staff shall deliver the agenda package to Board Members by the Friday preceding the meeting.
3. The Secretary shall publicize the proposed agenda for each Regular Meeting on the Association's website. Unless otherwise exempt as relating to a closed session pursuant to POAA, as amended, at least one copy of all agenda packets and materials furnished to members of the Board of Directors for a meeting shall be made available for inspection by the membership of the Association at the same time such documents are furnished to the Board of Directors.
4. Additional copies of the package shall be made available to the press and Members upon request.

M. Member Comments. Members shall have the right to be heard during the designated Member Comment period at Board meetings, as provided in the POAA, as amended, and, pursuant to the following rules:

1. Members are encouraged to attend and observe the Board meetings.
2. An early portion of each meeting shall be set aside for Members' comments, pursuant to POAA, as amended, which may be on any subject, and the President shall attempt to determine the number of anticipated speakers and allocate the allotted time fairly among them.

3. During a meeting at which the agenda is limited to specific topics or at a Special Meeting, the President may limit the comments of Members to the topics listed on the meeting agenda.
4. The President may, but shall not be obligated to, recognize, for up to one minute each, Members who wish to comment on specific agenda items during the Board of Director's discussion of such items.
5. A sign up sheet shall be available at the meeting for Members who wish to address the Board of Directors. Speakers shall be on a first come, first served basis unless the President determines otherwise.

N. Quorum.

1. Except as otherwise provided in the Reston Documents, a majority of the Directors shall constitute a quorum (five of the nine Directors) for the transaction of business.
2. A quorum of Directors must be present, at all times during a meeting, except as provided in Amended Reston Deed Section III.5(d)(3).
3. If less than a quorum is present a majority of those present may adjourn the meeting from time to time without further notice.

O. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum exists shall be an act of the Board of Directors, unless a greater number is required by the Reston Documents.

P. Director Attendance at Meetings

1. Pursuant to POAA and the Nonstock Corporation Act, as amended, Directors may attend, participate and vote at meetings in person, by telephone conference, videoconference, or similar electronic means.
2. If a meeting is conducted by telephone conference, or videoconference, or similar electronic means, at least two Members of the Board of Directors shall be physically present at the meeting place.
3. The audio equipment shall be sufficient for any Member in attendance to hear what is said by any Member of the Board participating in the meeting who is not physically present.
4. A Director participating in a meeting, or a portion thereof, by this means is deemed to be present at the meeting.
5. If a Board Director wishes to attend a meeting by telephone conference or videoconference or similar electronic means, the Director must contact the President and Chief Executive Officer of such intent, providing the Association ample time to setup the necessary equipment for such Director to attend the meeting.
6. If a Director is unable to attend a meeting, the Director or their agent shall contact either the President, Secretary, Assistant Secretary, or Chief Executive Officer, prior to the meeting.

7. A Director shall be deemed to have resigned from the Board of Directors upon absence from three consecutive meetings without sufficient cause. Sufficient Cause is defined as follows, but is not limited to either: i) an absence for a medical reason; ii) business travel; iii) family vacation; or iv) family emergency.

ATTEST: Resolution was adopted at a Regular Meeting of the Reston Association's Board of Directors held on October 26, 2006.

Cate L. Fulkerson

Assistant Secretary