

# BOARD MEETINGS POLICY RESOLUTION

## Sugarland Run Homeowners Association, Inc.

### Board Meetings Policy Resolution

WHEREAS, the Declaration of Sugarland Run Homeowners Association, Inc. ("Declaration"), the Declaration of Covenants, Conditions and Restrictions of Sugarland Run Homeowners Association, Inc. ("Covenants"), the By-Laws of Sugarland Run Homeowners Association, Inc. ("By-Laws") and the Articles of Incorporation of Sugarland Run Homeowners Association, Inc. ("Articles of Incorporation"), collectively known as the Governing Documents, provide that the Lots are subject to the Governing Documents and the rules and regulations of the Association; and

WHEREAS, Section 55-513 of the Property Owners' Association Act (the "POAA") and Article VI of the By-Laws permit the Board of Directors of the Association (the "Board") to establish and adopt rules and regulations to govern the Association; and

WHEREAS, the affairs of the Association shall be managed by the Board and it is the intent of the Board to conduct its meetings as expeditiously as possible.

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

**A. Meetings Defined.** Meetings of the Board of Directors shall include 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. **Regular Meetings.** Regular Meetings of the Board shall be held monthly without notice at such time and place as may be fixed from time to time by resolution of the Board. The Board may adopt a resolution at the last Regular Meeting of the calendar year setting forth the proposed Regular Meetings and Work Sessions for the following calendar year. The resolution shall be published on the Association's website and will be referenced in the Association's newsletter. No other notice of Regular Meeting of the Board will be provided.

2. **Special Meetings.** Special Meetings of the Board 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 written notice delivered personally or sent by first-class mail, telegram or electronic means, unless waived by a Director by attendance at the meeting or by written waiver signed before or after the meeting.

3. **Work Sessions.** Work Session of the Board of Directors may be called by the Board President. Work Sessions of the Board shall be held monthly without notice at such time and place as may be fixed from time to time by resolution of the Board.

**B. Notice of Board Meetings.**

1. Notice of the time, date, and place of each meeting may be published on the Association website.
2. 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. Open Meeting Requirement.** All meetings of the Board, except those held in executive session, shall be open to the Members, in accordance with the POAA.

**D. Conduct of Meetings.**

1. The President shall preside over meetings of the Board and the Secretary or the Managing Agent for the Association shall keep the minutes of the meetings and record in writing all resolutions adopted at the meetings and proceedings occurring at the meetings. The Vice-President shall act in the place and stead of the president in the event of his absence or inability to act.
2. The then current edition of Robert's Rules of Order, Newly Revised, shall govern the conduct of the meetings of the Board when not in conflict with the POAA, the Nonstock Corporation Act or the Governing Documents.

**E. Meeting Length.** All Regular Meetings of the Board not adjourned earlier, will automatically conclude no longer than four (4) hours after their beginning at 7:30 p.m., unless by two-thirds vote of the quorum of the Directors present, the Board decides to suspend the rules and extend the meeting time.

**F. Use of Technology.** A meeting may be conducted by telephone or videoconference or similar electronic means, in accordance with the POAA. Directors participating in such a manner may vote and shall be deemed present for such a meeting.

**G. Voting by Secret Ballot.** Voting by secret or written ballot in an open meeting shall not be permitted except for the election of Officers.

**H. Executive Session.**

1. By majority vote of the Directors present, the Board 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 Governing Documents or rules and regulations adopted by the Board or the



Architectural Committee 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, 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.

**I. Recording Meetings of the Board.**

1. Any Member may record any open portion of a meeting of the Board, as permitted in the POAA, and shall inform the Board prior to recording the meeting that the meeting is being recorded.

**J. Agenda Packets.** Members shall have the right to review agenda packets and materials for any open session of the meeting, as permitted in the POAA.

1. The President and the Managing Agent shall establish the draft Regular Meeting agenda.
2. Unless otherwise directed by the President, staff shall deliver the agenda package to the Directors prior to the meeting.

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

1. Members are encouraged to attend and observe the Board meetings.
2. A portion of each meeting shall be set aside for Members' comments, pursuant to POAA, which may be on any matter relating to the Association, 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. A sign-up sheet shall be available at the meeting for Members who wish to address the Board. Speakers shall be on a first come, first served basis unless the President determines otherwise.

5. The Directors are not required to respond to Member' comments.

**L. Quorum.**

1. Except as otherwise provided in the Governing Documents, a majority of the Directors shall constitute a quorum for the transaction of business.

2. If less than a quorum is present a majority of those present may adjourn the meeting without further notice.

**M. Director Attendance at Meetings**

1. Pursuant to POAA and the Nonstock Corporation Act, 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 Director wishes to attend a meeting by telephone conference or videoconference or similar electronic means, the Director must contact the Managing Agent of the Association of such intent, providing the Association ample time to setup the necessary equipment for such Director to attend the meeting.

The effective date of this Resolution is April 1, 2015.

The Board directs that this Resolution regarding Board Meetings shall be reasonably published or distributed to the Owners of the Association.

Board of Directors of  
Sugarland Run Homeowners Association, Inc.

By: \_\_\_\_\_

President

Attest: \_\_\_\_\_

Secretary