

# HICKORY CLUSTER ASSOCIATION

TYPE: Special

DATE ADOPTED: NOVEMBER 3, 1993

RESOLUTION NUMBER: 1

## BOOK OF RESOLUTIONS

### Relating to Types of Board Resolutions and Manner of Recording

**WHEREAS**, Article IV, Section 1, of the Bylaws states “the affairs of the corporation shall be managed by it’s director’s.” Therefore, the Board of Directors may do all such acts and things except as by law, by the Virginia Property Owners Association Act, by the Declaration or by these Bylaws may not be delegated to the Board of Directors by the Lot Owners: and

**WHEREAS**, there is a need for the Board of Directors to keep a record of its decisions in addition to the customary Book of Minutes; and

**NOW THEREFORE, BE IT RESOLVED THAT** the Board shall create a Book of Resolutions which shall be an orderly and indexed record of the Rules of Conduct of the Association and of the Resolutions that are adopted by the Board, specifically Special Resolutions and General Resolutions.

#### I. BOOK FORMAT

The Book of Resolutions shall be composed of two main sections, one for Special Resolutions and one for General Resolutions, such resolutions to be arranged in each section in order of their adoption. In the last section of the Book of Resolutions shall appear an index by topics. These resolutions shall be classified as follows:

- A. “Special Resolutions” shall included: (1) those resolutions adopted by the Board of Directors or special committee involving actions relative to questions of compliance by an Owner with the provisions of the Virginia Property Owners Act, the Association Instruments, or the Book of Resolutions; (2) and resolutions adopted by the Board of Directors in the course of issuing and interpretation of the Association Instruments. Special Resolutions shall be duly recorded in Part One of the Book of Resolutions and shall also be attached to the Minutes of the meeting at which they were adopted.
- B. “General Resolutions” shall mean and refer to those resolutions adopted by the Board which relate to specific expenditures, single task actions, and other such general matters of the Board which have limited, continuing, far-reaching, or precedent-setting implications. General Resolutions shall be duly recorded in Part Two of the Book of Resolutions and shall also be attached to the Minutes of the meeting at which they were adopted.

#### II. DEFINITIONS

This Book of Resolutions shall incorporate by reference all definitions contained in the Virginia Property Owners Association Act and the Association Instruments. The terms defined below are also used in the Book Resolutions:

- A. “Board” refers to the Board of Directors.
- B. “Association: refers to the Hickory Cluster Association.

C. As the context may require, the terms “Owner” or “Lot Owner” shall refer to Lot Owners, members of their families, their guests, tenants, employees, invitees, and assignees.

**III. FORMAT OF RESOLUTION**

The format of resolutions shall conform to the format setout on the attached Exhibit A.

**IV. RESPONSIBILITY**

The Management Agent or Secretary of the Association shall be responsible for maintaining the Book of Resolutions and providing to the Owners appropriate and prompt notice of any additions or changes. Owners of lots that are leased are responsible to provide copies to their lessees. The Management agent or Secretary is responsible to provide a complete set to all purchasers of lots sold.

**V. INSPECTION**

The Book of Resolutions shall be made available upon request by any lot owner for inspection at the Management Agent’s place of business during normal business hours in accordance with the Virginia Law.

**VI. CONFLICTS**

Where the Book of Resolutions conflicts with the Virginia Property Owners Association Act or the Association Instruments, those documents shall prevail, according to the following hierarchy: The Virginia Property Owners Association Act, the Declaration, the Bylaws, and the Book of Resolutions.

**VII. SEVERABILITY**

The invalidity of any part or portion of the Book of Resolutions shall not impair or affect in any manner the validity, enforce-ability, or effect of the balance of the Book of Resolutions.

**VIII. APPLICABILITY**

Wherever in this Book of Resolutions reference is made to “Owner” as defined in the Bylaws. Wherever in this Book of Resolutions reference is made to the Association such reference shall include the Association and the Managing Agent or legal counsel where such authority is delegated by the Association to the Managing Agent or legal counsel.

**IX. COMPLIANCE**

All owners, members of Owners’ families, guests, tenants, employees, invitees, and assignees shall comply with the provisions of the Book of Resolutions.

**X. ENFORCEMENT**

The Association or any Owner shall have the right to enforce, by any proceeding set forth herein or a law or in equity, all provisions of the Book of Resolutions as well as the Instruments. Failure by the Association or any Owner to enforce any of the provisions of the Book of Resolutions shall in no event

be deemed a waiver of the right to do so thereafter. A waiver of such rights shall be effective only pursuant to an instrument in writing signed by the party to be charged with such waiver and shall be limited to the particular provisions contained herein which is expressly set forth as being waived.

**XI. VIOLATIONS AND NUISANCE**

Every act or omission whereby any provision of the Book of Resolutions is violated in whole or in part is hereby declared to be a nuisance and may be enjoined or abated, whether or not the relief sought is for negative or affirmative action by the Association or any Owner.

All owners must observe and abide by all Regulations governing use and restrictions of lots and common elements adopted by the Association and/or local authorities. Owners who fail to abide by these Regulations are subject to fines or other action deemed necessary and appropriate by the Board of Directors.

Each Lot Owner expressly agrees that if he, any member of his family, tenants, guests, invitees, or licensees shall violate any of these Regulations, he will hold the Association harmless for any and all damages or losses that may ensue, and expressly waives any and all rights and notices in connection therewith that he may have under the provisions of state or county laws and ordinances.

**XII. VIOLATION OF LAW**

Any violation of any applicable governmental law, ordinance or regulations, pertaining to the ownership, occupation, or use of any portion of the Association is hereby declared to be a violation of this Book of Resolutions and is subject, at the discretion of the Board, to any or all of the enforcement procedures set forth herein.

**XIII. REMEDIES CUMULATIVE**

Each remedy set forth in this Book of Resolutions shall be in addition to all other remedies whether available at law or in equity, and all such remedies, whether or not set forth in this Book of Resolutions shall be cumulative and exclusive.

**XIV. REFERENCE OF PRONOUNS**

All pronouns and any variations thereof shall be deemed to refer to the masculine, feminine, neuter, singular, and plural as the identity of the person or persons or entities may require.

**XV. METHOD OF ADOPTION**

All resolutions adopted by the Board shall contain an indication of whether they were adopted at the regular or special meeting of the Board, or by written consent as provided in Article IV, Section 9, of the Bylaws, as well as the date of adoption.

XVI. AMENDMENT

The Board reserves the right to alter, amend, modify, repeal, or revoke any provisions set forth in this Book of Resolutions at any time by Resolution of the Board of Directors.

Body of Resolution

YES NO ABSTAIN ABSENT

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\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

PRESIDENT: \_\_\_\_\_

VICE PRESIDENT: \_\_\_\_\_

TREASURER: \_\_\_\_\_

AT LARGE: \_\_\_\_\_

AT LARGE: \_\_\_\_\_

ATTEST: \_\_\_\_\_

Secretary

DATE: \_\_\_\_\_

ADOPTED AT A

BOARD MEETING: \_\_\_\_\_

(Regular or Special)

Robert Carney and Elaine Bess were absent.