

HICKORY CLUSTER ASSOCIATION

TYPE: Special

DATE ADOPTED: NOVEMBER 3, 1993

RESOLUTION NUMBER: 2

CREATION, MODIFICATION, AND DELETION OF RESOLUTIONS

The process of considering and adopting Resolutions for the Hickory Cluster Association Book of Resolutions

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, the Board deems it necessary to establish appropriate procedures for adopting and recording Resolutions of the Board; and

WHEREAS, it is the intent of the Board of Directors to institute such rules and procedures;

NOW THEREFORE, BE IT RESOLVED THAT the following procedures for the adoption of any Resolution be adopted:

A. **First Reading**

At the discretion of the Board member introducing the resolution (s), the proposed Resolution (s), may be read into the minutes of a Board meeting by a member of the Board or may be distributed to all Board members no less than twenty-four (24) hours prior to the meeting at which it is to be considered. Unless otherwise noted in the minutes, all Board members shall be deemed to be aware of the contents of the resolution by virtue of such prior distribution. At that meeting the Board shall set a time, date, and place, such time to be no less than fifteen (15) days hence, for a special discussion on the proposed resolution. This requirement does not apply to Special Resolutions Nos. 1, 2, and 3.

B. **Publication**

The proposed Resolution, or a reasonable summary thereof, shall be printed in its entirety in the Association newsletter, or shall be distributed to all Members that are directly affected, with notice of time, date, and place of the discussion as set by the Board.

C. **Consistency**

The managing agent, for the secretary, shall be responsible for reviewing the proposed resolution for consistency with previously-adopted resolutions and with the Founding Documents and shall submit a brief report at the hearing.

D. **Hearing**

Printed copies of the agenda, which shall include consideration of the proposed resolution, shall be available at the hearing. Copies of the full resolution shall be available at the hearing. Attants shall have an opportunity to comment on the proposed resolution, subject to the guidelines announced at the

beginning of the hearings. The Board may delegate to an appropriate committee, as defined in the bylaws, the authority to conduct the meeting.

E. Board Action

At a meeting of the Board, to be held not later than thirty (30) days from the date of the hearing, the Board shall take action on the proposed Resolution. To be adopted, the resolution must have the approval of a majority of the Board. If the resolution is adopted, the Board shall, at its discretion, either so advertise in the official Association newsletter with either the full resolution or a summary thereof or distribute copies of the resolution to all Members. An executed copy of the full resolution shall be placed in the Book of Resolutions.

F. Duration

Resolutions shall remain in effect for a period of three (3) years from the date of adoption or any subsequent amendment by the Board unless a lesser period is indicated in the resolution; except that Resolutions No. 1, No. 2 and No.3, as they may be amended from time to time, shall remain in effect for the duration of the Declaration. Any resolution due to expire shall be brought to the Board by the managing agent or secretary for consideration at a meeting within forty-five (45) days prior to the date of expiration. If, at the meeting when the Resolution is reviewed, there are no proposed amendments of a substantive nature, the Board may re-adopt the resolution with the approval of a majority of its members.

G. Amendment

To substantially amend a Resolution, the Board will follow the procedures for adoption of a Resolution.

H. Emergency Policy Resolutions

When, in the judgment of the Board of Directors, and emergency exists which jeopardizes the property or equity of the Association or the life, limb, or property of residents, the Board, with a majority approval of those Board members present, may temporarily waive steps A through D; however, no later than thirty (3) days after the adoption of an Emergency Resolution, such resolution shall expire unless the Board institutes the normal proceedings for adoption of a Resolution.

YES NO ABSTAIN ABSENT

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.