

**A/R # 14 Board of Directors Rules and Regulations
Resolution Worksheet**

Date: May 20, 2020

Suggested Motion:

“I move to approve to amend Administration Resolution #14 Board of Directors Rules and Regulations.”

2nd.

Summary:

Vote:

	In Favor	Opposed	Abstained	Absent
Scott Buchanan				
Dan Courtney				
Susan Cox				
James Konkel				
Nathan Davis				
Kathy Schramek				
Nicholas Soto				
Maria Wildes				
Robin Woods				

PARKFAIRFAX CONDOMINIUM UNIT OWNERS ASSOCIATION

ADMINISTRATIVE RESOLUTION NUMBER FOURTEEN

BOARD OF DIRECTORS RULES AND REGULATIONS RELATING TO THE PROCESS OF CONSIDERING AND ADOPTING APPROPRIATE RULES RELATING TO INTERNAL BOARD ACTIVITIES AND THE SPECIFIC RULES AS ATTACHED

WHEREAS, Article III, Section Two of the Parkfairfax Condominium Unit Owners Association Bylaws assigns the Board of Directors with "...all the powers and duties necessary for the administration of the affairs of the Unit Owners Association" and further states that the Board of Directors "...may do all such acts and things as are not by the Condominium Act, The Declaration or by these Bylaws required to be exercised and done by the Unit Owners Association"; **AND**

WHEREAS, the Board of Directors deems it necessary to establish an appropriate set of rules relating to governing Board of Directors' internal activities; **AND**

WHEREAS, it is the intent of the Board of Directors to institute such rules from time to time;

NOW THEREFORE, BE IT RESOLVED THAT, the following rules relating to governing Board of Directors' internal activities be adopted:

- A. PROCEDURE FOR ADOPTION:** Rules, amendments to rules, or amendments to the procedure for adopting rules relating to internal Board of Directors' activities, may be presented for recordation and public reading at any regular meeting of the Board of Directors or any Special Meeting not called for a single purpose, and considered at the next regularly scheduled meeting of the Board of Directors.

The Secretary or legal counsel will review the proposed rule for consistency with the Condominium Act and Condominium Instruments, the Bylaws of the Parkfairfax Condominium Unit Owners Association, and previously adopted rules and/or resolutions and make a report to the Board of Directors.

The proposed rule, amendment to rule, or amendment to the procedure for adopting a rule, may be amended and/or adopted by a majority of the Board of Directors at the regularly scheduled meeting following recordation and public reading. If the rule is adopted, it shall be treated as an amendment to this resolution and shall be appropriately numbered and attached hereto.

Amendments to a specific rule or the procedures set forth herein shall require a two-thirds (2/3) affirmative vote of the quorum present at any single meeting. (When not following the above procedure--see "Waiver" below).

- B. DURATION:** This resolution and appended rule(s) shall remain in effect for a period of one year, but in no case later than thirty (30) days after each Annual Meeting, when the Board of Directors shall reconsider its governing rules.
- C. WAIVER:** The rules adopted, or any single rule adopted and attached hereto, may be waived by a two-thirds (2/3) vote of the Directors present at any duly called meeting of the Board of Directors, for the duration of that meeting only.

RULES OF PROCEDURE

BOARD OF DIRECTORS

REVISED May 20, 2020

I. ANNUAL MEETING

The Association owned Condominium units shall be registered for purposes of establishing a quorum and shall not be voted at the Annual Meeting.

II. BOARD OF DIRECTORS

1. The President shall be authorized to exercise the authority of the Board of Directors between meetings of the Board of Directors, when action needs to be taken. An affirmation vote of the Board may be taken at the next Board meeting, if appropriate.

The President shall be liaison to Management, and the Treasurer shall be a liaison on financial matters.

2. Board Officials:

As Robert's Rules of Order, Newly Revised edition, allows appointment of other officials of the organization, the following Board Officials may be appointed and approved by the Board.

Historian: There may be a Historian of the Unit Owners Association, who shall be charged with research on the history of Parkfairfax and any facts pertinent thereto. The Historian shall prepare a narrative account of the society's activities during his or her term of office, which will become a permanent part of the society's official history.

Curator: There may be a Curator who shall serve as custodian of any objects of value that may belong to the Unit Owners Association.

Librarian: There may be a Librarian who shall have custody of the collected books and other written or printed materials not otherwise assigned to another section, person, or staff of the Unit Owners Association.

Sergeant-At-Arms: There may be a Sergeant-At-Arms appointed by the President to assist in maintaining order in meetings of the Association and the Board of Directors and do other such duties as the President or the Board of Directors shall assign from time to time.

Parliamentarian: There may be a Parliamentarian appointed by the President, to advise the Chair of the Board of Directors on parliamentary procedure (as provided in Robert's Rules of Order, Newly Revised edition).

3. Selection of Member when a Member Resigns:
 - A. Notice is given to residents of the Ward or At-Large (depending on type of seat) informing them of the vacancy.
 - B. The notice shall request residents to submit their names on or before a date if they desire

to serve on the Board.

- C. The Board is to schedule interviews of prospective members as necessary, but not later than thirty days after submission of their application.
 - D. The new member shall be chosen by a method decided upon by the Board when it meets to select the new member. The meeting to select the member is to be held as soon after interviews as possible.
4. **Presidential Succession:** When neither the President nor the Vice President is able to serve as Chief Executive Officer of the Board of Directors, or leaves the position of President or Vice President, then the order of succession shall be first the Secretary, second the Treasurer, and thereafter Board members by seniority. To be able to serve as Chief Executive Officer, one must be an elected member of the Board of Directors; therefore, if either the Secretary or Treasurer is appointed to perform that function and is not a member of the Board elected by the owners, succession shall pass to the next elected person in order described above.
5. **Members' Access to Association Records:** Because the Virginia Condominium Act 55-79.74:1.B limits access by owners to certain books and records kept by or on behalf of the Association; and, because legal counsel for Parkfairfax has rendered an opinion that:
- "No member of the community has rights which are greater as a result of their membership on the Board of Directors except to the extent otherwise necessitated by their duties as a member of the Board" (letter from Denise L. Palmieri, June 20, 1994); the following subsections of the Virginia Condominium Act 55-79.74:1.B governing availability for inspection and copying of Association records, shall be applied for all members of the Board of Directors in the manner prescribed below:
- 1) "Personnel matters or a person's medical records": never, except by two thirds vote of the entire board at a duly called meeting;
 - 2) "Communications with legal counsel or attorney work product": Written materials are available for review at all times. Copying of materials is allowed by majority vote of the board members present at a duly called meeting, provided that the confidentiality of any such product is honored. Exceptions are material related to pending litigation and collections accounts identified by the name of the unit owner, which are detailed in items 4 and 5.
 - 3) "Pending litigation": written attorney communications and work products related to pending litigation are available for review at all times. Copying of any materials not otherwise distributed to all board members by legal counsel or the president is allowed by a two-thirds vote of the entire board at a duly called meeting.
 - 4) "Pending matters involving formal proceedings for enforcement of the association documents or rules and regulations promulgated pursuant thereto," including collections accounts or the results of covenants hearings identified by the name of the unit owner: available for review or copying if authorized by a two-thirds vote of the entire board at a duly called meeting.
 - 5) "Meeting minutes or other records of an executive session of the executive organ held pursuant to subsection B of 55-79.75 of the Virginia Condominium Act: available for review at all times. Copying of materials is allowed by majority vote of the Board members present at a duly called meeting, provided the confidentiality of this material is honored."

- 6) President taking action or authorizing expenditures between Board meetings. The President is prohibited from taking actions not explicitly enumerated in the Bylaws without Board approval unless all of the following conditions are met:
 - 1) Said action or expenditure does not contradict direction provided by the Board as a whole.
 - 2) Immediate action is required to avoid significant damage to the Association and calling a Special Meeting of the Board of Directors or calling electronic vote is not practical.
 - 3) The President is limited to authorizing one expenditure of \$10,000 between meetings.
 - 4) All actions must be reported & assented to by the Board at the next regular Board meeting.
 - 5) No action of the President will be in conflict to the Bylaws or the Condominium Act.
 - 6) Determining election outcomes when multiple At-Large seats are open.
 At an Annual Meeting where there are elections for more than one At-Large seat, either for the filling of the remaining part of a three-year term due to a resignation, or election to a regular three-year rotation seat, the term years granted to a winning candidate will be assigned in the descending order by the number of votes given to a candidate at the Annual Meeting. Thus, if there are multiple At-Large seats to be elected, one or more for a three-year term and one or more for the remaining years of an unexpired term, the At-Large candidate receiving the most votes shall be awarded the three-year term(s) and the At-Large candidate receiving the next highest vote levels (s) shall receive the two or one-year unexpired term(s), and so on.

If at any Annual Meeting no candidate is nominated for a vacancy on the Board of Directors, the Board shall fill that vacancy as required by the Bylaws and these rules and the person elected shall serve until the next Annual Meeting.

III. COMMITTEES

1. Any communication from a committee to residents shall be governed by the appropriate terms of reference for the committee. Other communications must always be reviewed by Management and approved by the Board of Directors.
2. Liaison: There shall be a Liaison between the Board of Directors and each Standing Committee. Members of the Board of Directors shall be appointed by the Board of Directors to act as liaison to each committee. The Board of Directors may designate a Liaison to an Ad Hoc Committee.

Suggested Liaison functions:

The purpose of the Board of Directors Liaisons to committees is to establish one formal means of communication between committees and the Board of Directors.

The Liaison is expected to:

- "Ensure Board of Director's requests are communicated to the committee;
- "Ensure the committee functions within the constraints imposed by the various documents governing the Association;

"Ensure the needs of the committee are communicated to the Board of Directors, Association Staff, or Management as appropriate; and

"Ensure the response, in whatever form, is adequate and timely.

3. Survey: Any committee wishing to do any sort of survey must first present the survey to the Board of Directors for approval.
4. Representation: Any correspondence or other communication purporting to represent Parkfairfax or the Unit Owners Association from a committee to a person or authority outside of the Association, must be approved by the Board of Directors and reviewed by Management prior to issuance or contact.

IV. INVESTMENTS

In a manner consistent with the Association Bylaws, the Board of Directors will determine the instruments of the investments.

V. ASSOCIATION LEGAL COUNSEL AND CONTRACTORS

Only the President, General Manager, and the President's designees are authorized to incur expenses for the Association with the lawyers, engineers, or other similar contractors. All between meeting authorizations for expenses incurred under this section will be ratified by the Board at the next regularly scheduled Board meeting.

VI. MANAGEMENT

1. Contracts: With contracts of over **\$18,152.82** (two-tenths of 1 percent [0.002] of the total annual assessment for common expenses for Fiscal Year **2021**), Management will, unless otherwise directed, present to the Board, specifications and make all reasonable efforts to present at least three (3) bids, as well as recommendations.
2. Expenditures: Management may expend sums of up to **\$18,152.82** (two-tenths of 1 percent [0.002] of the total annual assessment for common expenses for Fiscal Year **2021**) without prior approval of the Board, subject to stipulations in the Managing Agent Contract and Association budget constraints.
3. Review of Materials for Publication: Management, Committees, or members of the Board of Directors shall provide all materials or other requests requiring approval or input from one or more Members of the Board before publication or distribution not less than two (2) full business days in advance of the date of approval of such materials.
4. Review of Materials for Required Board Decision or Discussion: Management, Committees, or members of the Board of Directors shall provide all materials or other requests requiring discussion or a decision by the Board of Directors not less than 72 hours before such material(s) require discussion or a vote by the Board of Directors so Board Members have adequate time to review the material and request further information.

VII. MEETINGS AND MINUTES

1. Agenda: There shall be an Agenda for the monthly meeting which contains the "Orders of the Day" - once adopted, the agenda may be changed only by a two-thirds (2/3) vote in the

affirmative of the members present. Action Items will normally be limited to items that have been on the agenda for discussion at a previous meeting, items whose immediacy necessitates immediate action, or items on which there is a consensus of the Board. All efforts should be made to include all Action Items in the Agenda that is published with the Board Packet. Format shall be (unless otherwise adopted):

Agenda Format

Monthly Meeting

Call to Order
 Adoption of Agenda
 Police Report
 Approval of the Minutes
 Resident Forum
 Announcements
 Committee Reports
 Action Items
 Management Report
 Discussion Items
 Executive Session
 Adjournment: 10:00 p.m.
 Special Orders*

*Special Orders may appear anywhere they are warranted in the Agenda.

2. Beginning Time: The Board of Directors meetings shall normally commence at 7:00 p.m. The beginning time for any meeting may be changed at the discretion of the President.
3. Meetings: Shall be open, unless otherwise specified.
4. Resident Forum: There shall be a Resident Forum scheduled at each Board Meeting. If unit owner or resident interest and participation are sufficient, the forum shall be for no more than thirty minutes at each meeting, unless the Board chooses to extend the time permitted.
5. Board meetings are for the Board of Directors to conduct business. Comments and/or questions from the audience about a particular topic of discussion may be accepted by the Board at the President's discretion. Exceptions may be made if a resident or owner has requested, through a Board member, to be allowed to participate in a particular discussion or matter. In this case, the Board member would disclose the request under "Adoption of Agenda", and the Board would make a majority decision as to whether to allow discussion and participation by the resident or owner.
6. Meeting Dates: The Board shall meet on the third Wednesday of each month, unless otherwise specified. All meeting dates will be announced in advance. Not less than thirty days after the beginning of each Board term following the Annual Meeting, the Board shall set a calendar for the succeeding year and revise this section of this resolution.

For the 2020/2021 term of the Board of Directors the schedule shall be as follows:

There shall be one regular meeting in June, July, August, September, October, November,

December, January, February, March, April (Regular Board Meeting and Annual Meeting) and May.

2020: June 17th, July 15th, August 19th, September 16th, October 21st, November 18th, December 16th

2021: January 20th, February 17th, March 17th, April 21st (Annual Meeting), April 28th, May 19th

The Board of Directors may take action on items presented in committee reports, if the Board of Directors decides action is warranted. Members of the Board are not allowed to vote on a committee unless allowed by the committee's Terms of Reference. Reports requesting action from the Board of Directors shall be in writing and must be delivered to the management offices not later than the close of business 6 days prior to a Board meeting.

7. Board Packets: Board of Directors meeting materials will be delivered by close of business on the Friday preceding each Board meeting. All Board Members will be provided an agenda including all action items for all regular and special meetings at least 48 hours before the meeting.
8. Executive Sessions: All meetings of the executive organ, except as specified below, shall be open to all unit owners of record. Motions shall be recorded in Open Session and shall be available as provided in 55-79.74:1. The executive organ may convene in closed session to consider personnel matters, consult with legal counsel, discuss and consider contracts, probable or pending litigation and matters involving violations of the condominium instruments or rules and regulations promulgated pursuant thereto for which a unit owner and his family members, tenants, guests or other invites are responsible, or discuss and consider the personal liability of unit owners, upon the affirmative vote in open meeting to assemble in closed session. The motion shall state specifically the purpose for the closed session. Reference to the motion and the stated purpose for the closed session shall be included in the minutes. The executive organ shall restrict the consideration of matters during the closed portion of meetings only to those purposes specifically exempted and stated in the motion. No contract, motion or other action adopted, passed or agreed to in closed session shall become effective unless the executive organ, following the closed 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. The requirements of this section shall not require the disclosure of information in violation of Federal Fair Debt Collection Practices Act (15 USC 1601 et seq).
9. Committee Reports: Reports from committees shall usually be given at each monthly meeting and may be oral unless requesting action from the board, in which case reports shall be submitted in writing, no later than close of business 8 days prior to a Board meeting. The Board will not take action on any committee report or business unless these conditions are met or unless the majority of the Board agrees to take action.
10. Minutes:
 - A. The minutes are the official record of the Board. The minutes contain all motions, the results of the vote upon these motions, appropriate discussions and facts for the record, copies of contracts, resolutions, agreements and proposals accepted by the Board of Directors. Draft minutes will be given to Board Members for review and revision within twelve (12) business days of the meeting for which they have been taken. Final minutes

shall be delivered not more than five (5) days after approval by the Board. Board members shall return revised draft minutes to the office within five (5) business days of receipt. The Board meeting highlights published in the newsletter and summarizing the actions of the Board of Directors will be submitted by the Board Secretary.

- B. Publication of the Minutes: Minutes shall be available for review at the Association Office, 3360 Gunston Road, and shall also be available on the Parkfairfax website, on the bulletin board in front of building 738 or published in the official Association newsletter. In so doing, the Board of Directors specifically exempts the Secretary from following those provisions of Robert's Rules of Order, Newly Revised edition on "Publication of Minutes" and does rescind and otherwise delete that section from its rules of operation.

11. Smoking at Meetings: Smoking is not allowed.

12. Regulations for Telephone Attendance:

The Bylaws, Article III, Section 11, of the Parkfairfax Condominium Association permit Directors to attend meetings by telephone. The Board adopts these rules and regulations for telephone attendance.

Notification: A Director who wishes to participate in a meeting of the Board of Directors by telephone must notify the President of the Association in advance. The President will then contact Management and Management will make the arrangements for telephone participation.

If the President is not available, the Director will notify the Vice President, or Secretary, or Treasurer. The Officer of the Board who is notified will then contact Management.

Payment: The Association will pay for the telephone call.

Quorum: The Director who is attending a meeting by telephone shall be considered present at the meeting and as part of the quorum.

When the telephone connection ends, it shall be deemed that the Director's participation in the quorum has ended.

Meeting Participation: The telephone call to the Director for meeting attendance will be initiated by the Association from the Meeting Room for convenience.

For the record of the meeting, when the telephone connection is made with the Director, it will be deemed that his or her participation has begun. When the telephone connection is ended, his or her participation will end. The Secretary or Recording Secretary shall be informed officially by the presiding officer at the meeting that the connection has been made and when it is broken or ended.

The Director who is attending the meeting by telephone is allowed to participate in the entire meeting or for a portion of the meeting, and to vote on a single issue or all matters that come up for a vote at the meeting.

VIII. SECRETARY

The Secretary shall maintain a record set of files for the Board.

X. SIGNS

Bulletin Board Signs announcing **Board approved**, committee sponsored, Parkfairfax activities are allowed to be posted two (2) weeks prior to the activity.

XI. SIGNATURES - EXECUTION OF DOCUMENTS

1. All agreements, contracts, deeds, leases and other instruments (except checks) of the Unit Owners Association for expenditures or obligations **in excess of \$17,957.42** (two-tenths of one percent [0.002] of the total annual assessment for common expenses for Fiscal Year **2021**), shall be executed by the President and/or the Treasurer of the Unit Owners Association and attested to by a representative of the Managing Agent. In the absence of either the Treasurer or the President, the Vice President shall be so designated.
2. All agreements, contracts, deeds, leases, checks (except checks drawn upon reserve accounts) and other instruments of the Unit Owners Association for expenditures or obligations in amounts less than **\$18,152.82** (two-tenths of one percent [0.002] **or less** of the total annual assessments for common expenses for Fiscal Year **2021**), shall be executed by a representative of the Managing Agent.
3. All checks drawn upon Association operating or reserve accounts, excluding any on-site checking account, shall be drafted by the Managing Agent. In addition to a representative of the Managing Agent, the Treasurer shall be an additional signatory on all checks over **\$18,152.82** (two-tenths of one percent [0.002] of the total annual assessment for common expenses for Fiscal Year **2021**), and all checks drawn upon reserve accounts. In the absence of the Treasurer, the President shall be designated to sign all such checks and in the absence of both the Treasurer and the President, the Vice President shall be so designated. All Association accounts will, in any case, contain the names of the President and Treasurer as persons enabled to receive reports directly from the depository on such accounts.

ALL OTHER RULES ARE CONTAINED IN THE MOST RECENT EDITION OF ROBERT'S RULES OF ORDER, REVISED AND THE BOARD IS MANDATED TO USE THESE RULES BY THE BYLAWS. IN ANY CONFLICT WITH ROBERT'S RULES OF ORDER, THESE RULES OF PROCEDURE OF THE BOARD OF DIRECTORS STAND AND ARE GIVEN PRECEDENCE.