

## **WATER'S EDGE, A CONDOMINIUM**

### **POLICY RESOLUTION NO. 01-09**

#### **(Bylaw Review Committee Charter)**

**WHEREAS, Article III, Section 20 of the Bylaws of Water's Edge, A Condominium ("Association") provides that the Board of Directors ("Board") may from time to time create committees to aid in the administration of the affairs of the Association and that such committees shall have the powers and duties fixed by resolution of the Board;**

**WHEREAS, Article III, Section 5 (c) of the Bylaws of Water's Edge, A Condominium provides that the Association shall be responsible for providing for the operation, care, upkeep, replacement and maintenance of the Common Elements; and**

**WHEREAS, the Board of Directors deems it desirable to establish a committee of homeowners to advise the Board of Directors, in a reasonable and productive manner, on matters pertaining to revision of the Bylaws;**

**NOW THEREFORE, be it resolved that a Bylaw Review Committee shall be established, and that the following procedures for this committee be adopted and implemented herewith:**

#### **I RESPONSIBILITIES**

**The primary responsibility of the Bylaw Review Committee is to advise the Board of Directors, in a reasonable and productive manner, on recommendation for amendment/revision of the Association Bylaws. In accomplishing this goal, the Board of Directors shall assign the Bylaw Review Committee with tasks from time to time, which may include but not be limited to:**

- A. Review of the existing recorded Bylaws and Rules and Regulations governing the Association.**
- B. Review of current Statutory Provisions and Requirements of the Virginia Condominium Act.**
- C. Making recommendations for amendments to the Bylaws and Rules and Regulations as appropriate.**
- D. Perform such other functions as directed or approved by the Board of Directors.**

#### **II ELIGIBILITY**

- A. All committee members must be unit owners in good standing. Good standing shall be defined as the absence of any liens, privilege suspension, assessment delinquency, architectural or covenants violation, or pending legal action with the Association.**

- B. A member shall not serve on more than one committee at a time. There shall not be more than one member of a household serving on the same committee at the same time.

### **III. NUMBER OF MEMBERS & LENGTH OF TERM**

- A. The Board of Directors shall appoint between three and five (5) members to the Committee. The Committee shall not operate with fewer than two (2) members. There may be only one voting member on the Bylaw Review Committee from any one building in the Association.
- B. The committee members shall be appointed to one-year terms. Members appointed to fill vacancies that occur during the year shall serve out the remainder of the term of the committee member they are replacing. In the absence of any action by the Board to appoint a successor, terms shall automatically renew.

### **IV. APPOINTMENT**

- A. The initial members of the Committee shall be appointed by a majority vote of the Board of Directors. Thereafter, beginning with the first annual meeting that occurs at least one year from the date of appointment of the initial members of the committee, the Board of Directors will make committee appointments each year at the Annual Meeting for terms beginning on the first day of the month following the annual meeting. The Board of Directors may make additional appointments throughout the year if vacancies occur.
- B. Recruitment of candidates may be done through the newsletter, announcement at the Annual Meeting or by any other means deemed appropriate by the Board. The Board of Directors will strive to ensure that members from varying unit types and locations within the Association are represented on its committees. Committee vacancies shall be publicized at least once in the Association newsletter and on the Association website, to the extent there is one, prior to being filled.
- C. Interested homeowners must submit a written request for appointment to the Managing Agent. Committee members in good standing are eligible for reappointment.
- D. Once the Managing Agent determines that an owner is eligible to be appointed, the Managing Agent shall forward a copy of the written request to the committee Chairperson.
- E. The committee may make recommendations to the Board on the appointment of eligible committee members.

- F. Following receipt of the committee's recommendation, the Board shall, in its sole discretion, appoint persons to serve on the Committee to fill any existing vacancy. Any person appointed to the Committee to fill a vacancy created by the removal or resignation of a committee member shall serve the remainder of the predecessor member's term.
- G. If the Chairperson believes that an eligible owner who has requested appointment should not be appointed or that a sitting committee member should be removed for reasons other than failure to attend three (3) consecutive meetings without the prior knowledge and approval of the Chairperson, then the Chairperson shall submit the matter to the Board of Directors for consideration at its next regularly scheduled meeting.
- H. Bylaw Review Committee members will be provided a copy of this Charter within a reasonable period of time following their appointment.

## **V. REMOVAL**

- A. The Board of Directors may remove any committee member, including the chairperson, with or without cause upon three (3) days written notice.
- B. The committee may make recommendations to the Board of Directors regarding the removal of committee members upon a majority vote of the committee.
- C. A committee member may be removed, upon written notice from the committee chairperson, for failure to attend three (3) consecutive committee.

## **VI. ELECTION OF OFFICERS**

- A. Per Section 20 of the Bylaws, there shall be a Chairperson of the Committee. The Board shall appoint the Chairperson of the committee. Members of the committee may make recommendations to the Board of Directors for the appointment of a Chairperson. Other officers of the committee may be elected by the committee membership. At a minimum, the committee shall elect a Secretary who shall be responsible for recording accurate minutes of the committee's meetings and submitting them to the Managing Agent, in a timely manner, for inclusion in the monthly Board meeting package. Minutes shall include a record of the date, time and place of each meeting. Minutes shall also include a record of committee member attendance and all votes of the committee.
- B. The Chairperson, or his or her designee, shall be responsible for chairing meetings of the committee.

## **VII. MEETINGS**

- A. Committee meetings shall be held in a recognized meeting place of the Association. All committee meetings shall be open to the membership. In order for the membership to be reasonably informed of committee meetings, the committee Chairperson shall ensure that all regular committee meeting dates of the committee are listed in the newsletter and/or website or through any other means of posting that the Board deems appropriate.**
- B. If it is necessary for the committee to reschedule or cancel a meeting, the committee Chairperson shall notify the management staff at the earliest possible time so that the membership can be reasonably notified. The committee Chairperson shall be responsible for contacting the members of the committee regarding rescheduled or canceled meetings. "Special" meetings or rescheduled meetings may be scheduled by the Chairperson provided reasonable notice under the circumstances is provided to each member of the committee.**
- C. The committee Chairperson shall designate a time period on each meeting agenda for resident input.**
- D. A quorum of members must be present in order to convene a meeting or conduct business of the committee. A quorum shall be present if the majority of the current committee members are present at any regularly scheduled or special committee meeting.**
- E. If the committee is unable to convene a meeting due to lack of a quorum, the committee Chairperson may do one of the following:**

  - 1. Reschedule the meeting; or**
  - 2. Adjourn the meeting to the next regularly scheduled meeting date.**
- F. The vote of a majority of committee members present at a meeting with a quorum present shall constitute the decision of the committee. All voting shall be conducted in open session.**
- G. Minutes shall be taken at every meeting. Minutes shall show attendance, issues raised, and any decisions made by the committee.**
- H. Minutes shall be forwarded to the Managing Agent for inclusion in the monthly report to the Board of Directors. Approved meeting minutes will be kept on file for review by owners.**
- I. Committee members shall not use inappropriate language or verbal tone during their debate of the issues. Any actions (including physical gestures or body language) or comments designed to insult, demean, or attack the personal**

character of any member of the committee or the committee as an entity or any person in attendance shall be strictly prohibited. Committee members owe a special duty of civility to the Association's membership and shall be particularly courteous to the individual members at all times during official functions of the Association.

- J. In accordance with Section 17 of the Bylaws, any action required or permitted to be taken at a committee meeting may be taken without a meeting if consent, in writing, setting forth the action taken, is signed either before or after such action by all of the committee members. Any such written consent shall have the same force and effect as a unanimous vote and shall be filed with the minutes of the committee.

## **VIII DUTIES OF THE CHAIR**

The Chairperson shall serve as the presiding officer of the Committee. The duties of the Chairperson shall include, but may not be limited to, the following:

- A. Monitor and track and maintain Committee membership roster;
- B. Develop the annual meeting calendar;
- C. Prepare meeting agendas;
- D. Preside over meetings.
- E. Provide each Committee member an opportunity for input;
- F. Ensure Committee members and those attending the meeting are treated fairly and with respect;
- G. Assign Committee members tasks as necessary;
- H. Submit meeting minutes to the Board of Directors as stipulated above;
- I. Serve as the liaison to the Board and represent the Committee to the Board on any matters;
- J. Serve as the liaison to the Managing Agent and represent the Committee at any meetings with the Managing Agent;
- K. Ensure that the Bylaw Review Committee is performing duties as detailed in this resolution, including all routine and non-routine inspections, and as requested by the Board of Directors.

**IX. COMMUNICATIONS**

- A. In the interest of ensuring strong communications between the Board of Directors and the Committee, it is expected that the committee Chairperson, or his or her designee, will attend each regularly scheduled business meeting of the Board of Directors. The committee representative will present committee recommendations, update the Board on the status of pending committee tasks, request assistance from the Board, as needed, and answer any questions the Board may have regarding committee assignments.
- B. The committee is expected to maintain regular communications with the designated Board liaison.
- C. It is expected that the committee will communicate its activities to the membership periodically through the newsletter, the website, and other communication vehicles of the association.

**X. SUBCOMMITTEES**

Board may create subcommittees to the Committee as it deems necessary. The Chairperson of the Committee shall appoint the subcommittee Chairpersons for each subcommittee created.

This Resolution was duly adopted by the Board of Directors on this 23 day of November, 2009.

**WATER'S EDGE CONDOMINIUM ASSOCIATION,**

By: 

President

**WATER'S EDGE CONDOMINIUM UNIT OWNERS ASSOCIATION**

**POLICY RESOLUTION NO. 01-09**

Duly adopted at a meeting of the Board of Directors held November 23, 2009

Motion by: Cassie Seconded by: HCB

VOTE:  
ABSTAIN ABSENT

YES NO

[Signature] X \_\_\_\_\_  
President

[Signature] X \_\_\_\_\_  
Vice President

Daniel Martin X \_\_\_\_\_  
Secretary

[Signature] X \_\_\_\_\_  
Treasurer

[Signature] X \_\_\_\_\_  
Director

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Director

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Director

Resolution effective: April 1, 2010  
2009.