

WELLINGTON COMMONS HOMEOWNERS ASSOCIATION, INC

Resolution 2008 – 11A: Ad Hoc Committee Charter

PREAMBLE

WHEREAS, Article VII, Section 1 (Powers) and Section 2 (Duties) of the Bylaws of the Association provides that the Association Board of Directors (hereafter the “Board”), shall have all of the powers and duties necessary for the administration of the affairs of the Association and the Board is authorized to take any and all actions that are not by the Virginia Property Owners Association Act (hereafter the “Act”) or the Association instruments required to be taken by the Association;

WHEREAS, Article VII, Section 1 (c) of the Bylaws gives the Board the power to exercise for the Association all powers, duties, and authority vested in the or designated to the Association and not reserved to the membership by other provisions of the Bylaws, the Articles of Incorporation, or the Declaration; and

WHEREAS, From time to time, the Board of Directors may require the assistance of a committee, other than the Architectural Control Committee or the Nominating Committee to address a specific issue.

NOW, THEREFORE, BE IT RESOLVED THAT the Board of Directors adopts the following *Ad Hoc Committee Charter*.

ARTICLE I

NAME

The committee established by this charter is named according to the function or issue that it is organized to address;

ARTICLE II

PURPOSE

An Ad Hoc Committee provides advice and assistance to the Board of Directors in their responsibility to efficiently and effectively administer and manage the affairs of the Association regarding issues of importance for which the committee is specifically organized.

ARTICLE III

COMMITTEE

The Ad Hoc Committee shall consist of not less than three (3) members appointed by the Board of Directors but may have more at the discretion of its appointed members should the necessity arise. The Ad Hoc committee may designate a spokesman for the conduct of business with the Board of Directors.

ARTICLE IV

TERM LIMITS

The Ad Hoc committee shall serve a term not to exceed six (6) months. This being determined adequate time to resolve an issue and to make recommendations to the Board of Directors. The Board of Directors, at its discretion, may form a new committee to address follow-on or unresolved actions relating to the issue of the previous Ad Hoc committee. There is no requirement to retain members of the previous committee. The Board of Directors may dissolve the Ad Hoc committee at any time and for any reason.

ARTICLE V

MEETINGS

The Ad Hoc committee shall conduct meetings at a time and place of their choosing so long as the meetings are open to the members at-large; scheduled and advanced notification given to the members; the meetings are conducted with decorum; and minutes are kept as a matter of record and submitted to the Board of Directors.

ARTICLE VI
RESPONSIBILITIES

The Ad Hoc committee is responsible to the Board of Directors for:

- Any and all actions necessary to respond to the needs of the Board of Directors regarding the issue for which it is formed;
- Providing the Board of Directors with minutes of all meetings;
- Providing regular reports to the Board of Directors on matters relating to the issue for which it is formed;
- Assisting the Board of Directors in developing specific policy or procedures regarding the issue for which it is formed;
- Attending meetings of the Board of Directors when required.

CONFLICTS OF INTEREST

Ad Hoc Committee members shall refrain from actual or perceived conflicts of interest while acting for the Board of Directors.

ARTICLE VII
RULES AND RULE ENFORCEMENT

The Ad Hoc Committee has no authority to make rules or to enforce rules relating to the issue for which it is formed.

ARTICLE VII
COMMUNICATION

The Ad Hoc Committee communicates directly with the Board of Directors. The Ad Hoc Committee is encouraged to talk to homeowners and others outside of the Association on matters relating to the issue for which is formed. The Ad Hoc Committee shall not direct the management agent to take any action unless so authorized by the Board of Directors.

ARTICLE VIII

RECORDS

The Ad Hoc Committee shall maintain records of all actions, to include minutes of all meetings. The record of actions shall include the name of the committee member, the time and date, and the action taken.

ARTICLE XIII

CONSTRUCTION

Section 13.0 Section Explanation. This section addresses the implementation of this resolution by the Board and severability, omissions, and conformity.

Section 13.1 Implementation. The Board of Directors may determine the specific manner in which the provisions of this resolution are implemented, provided that due process is protected.

Section 13.2 Severability and Omissions and Conformity. Any inadvertent omission or failure to conduct Association business in exact conformity with this resolution shall not invalidate the business, so long as a prudent and reasonable attempt is made to assure due process according to the general steps set forth in this resolution. Where these guidelines conflict with state law, the Declarations of Covenants, Conditions, and Restrictions, or the Bylaws, those documents take precedents.

This policy is effective on the date of its adoption.

Adopted this _____ day of _____, 2008

_____ ATTEST _____

President

Secretary

WELLINGTON COMMONS HOMEOWNERS ASSOCIATION, INC.

RESOLUTION ACTION RECORD

Resolution Type: Administrative Policy **No.** 2008-11A

Subject: Ad Hoc Committee Charter

Duly adopted at a meeting of the Board of Directors held on _____, 2008.

Motion by: _____ **Seconded by:** _____

| | VOTE: | | | |
|--------------------------|--------------|-----------|----------------|---------------|
| | YES | NO | ABSTAIN | ABSENT |
| _____ President | _____ | _____ | _____ | _____ |
| _____ Vice President | _____ | _____ | _____ | _____ |
| _____ Secretary | _____ | _____ | _____ | _____ |
| _____ Treasurer | _____ | _____ | _____ | _____ |
| _____ Member at Large | _____ | _____ | _____ | _____ |

ATTEST

Secretary

Date