

STONE RIDGE ASSOCIATION, INC.

ADMINISTRATIVE RESOLUTION NO. 2
Committee Structure & Operation

(Relating to the Administrative Procedures governing the Structure, Operation and Organization of Committees established by the Board of Directors)

WHEREAS, the Amended and Restated Declaration of Covenants, Conditions and Restrictions for Stone Ridge Association, Inc. (the "Declaration"), the Articles of Amendment and Restatement of Articles of Incorporation for Stone Ridge Association, Inc. (the "Articles"), the Amended and Restated Bylaws for Stone Ridge Association, Inc. (the "Bylaws"), as amended, and Community Codes, collectively known as the Governing Documents, provide that the Lots are subject to the Governing Documents of Stone Ridge Association, Inc. (the "Association"); and

WHEREAS, Stone Ridge Association, Inc. is a corporation duly organized under the laws of the Commonwealth of Virginia established to provide for the management, maintenance, preservation, administration and operation of the Stone Ridge community in accordance with the Governing Documents; and

WHEREAS, Article IV, Section 4.1(c) of the Bylaws provides that the Board of Directors shall have all powers and duties necessary for the administration of the affairs of the Association and do all such acts as are not required to be exercised by the Members of the Association; and

WHEREAS, Article VII of the Bylaws provides that the Board of Directors may appoint committees; and

WHEREAS, the Board of Directors desires the assistance of the owners and residents through established committees, as well as its Managing Agent and Association Personnel, in its efforts to ensure that property values and lifestyle at the Association are protected and enhanced;

THEREFORE, it is hereby RESOLVED THAT Administrative Resolution No. 05-02 (Committee Structure & Operation) is repealed in its entirety, and that the following responsibilities and structure, collectively entitled Administrative Resolution No. 2, Committee Structure & Operation, are hereby adopted:

I. Responsibilities

- A. A Committee's specific duties and responsibilities shall be defined in an Administrative Resolution establishing the Committee.
- B. A Committee's general responsibilities are to: (1) originate proposals for Board action; (2) review and advise on proposals of other committees for Board action, as may be requested by the Board; and (3) in some cases, execute or supervise execution of programs approved and authorized by the Board.
- C. The effectiveness of the Committees shall be measured by the extent to which the Committees discharge their obligations to the Association in accordance with their respective functions. The responsibility for ensuring this effectiveness rests with the elected officers and the members of

the committees who are responsible to the Association and the Board of Directors. The Board of Directors shall be responsible for monitoring and evaluating the effectiveness of committee operations.

II. Membership

A. Architectural Review and Covenants Committees

1. The Architectural Review Committee shall be assembled based on Administrative Resolution No. 3.
2. The Covenants Committee shall be assembled based on Administrative Resolution No. 4.

B. Other Standing or Special Committees

1. The Board may invite Owners of property within the Association ("Members") or other persons as applicable to serve on committees. In order to be a candidate for membership on a committee, a person must apply in writing by submitting a short biography to the Board.
2. The Board may appoint Owners and other residents as members of committees for a term of one (1) year or more. To allow for maximum participation by the Members, it is suggested that Owners or residents participate in one committee at a time. There shall not be more than one member of a household serving on the committee at the same time.
3. The Board may appoint individuals who are not Members to be on committees.
4. The Board, as appropriate, shall endeavor to appoint an uneven number of members of Committees. All committees of the Association shall have a minimum of three (3) members.
5. In order to be elected to, or serve on, a committee, it is preferred that committee Members be in good standing with the Association. "Good standing" shall mean that the Member is not delinquent in any financial obligation to the Association, privileges have not been suspended, there is no pending legal action against the Member, or the Member's Lot is not in violation of any of the Governing Documents.

- C. Any committee member may be removed with or without cause by a vote of a majority of the Board of Directors

III. Officers & Organization

- A. The Board shall appoint a Chairperson for a term of one (1) year.
- B. The committee members shall elect a Secretary for a term of one (1) year.

- C. In case of a vacancy in the office of Chairperson, the Secretary shall become Acting Chairperson. At the next regularly scheduled Board of Directors meeting, the Board shall select a Chairperson to serve the balance of the unexpired term.
- F. Any member who misses three (3) consecutive meetings may be deemed to have resigned from the committee. The Chairperson shall promptly report any vacancies to the Board of Directors.

IV. Conduct of Business

A. Meetings

1. Time, Place, Notice. Committee meetings shall be held in the community center or other recognized meeting place of the Association. The Committee Chairperson shall ensure that all Committee meeting dates of the Committee are listed in the newsletter (when possible), posted on the website and publicized through any other means of posting that the Board deems appropriate.
2. Cancellation, Rescheduling of Meetings. If it is necessary for the Committee to reschedule or cancel a meeting, the Committee Chairperson shall notify the Association staff as soon as possible 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.
3. Special Meetings. "Special" meetings, or rescheduled meetings, may be scheduled by the Chairperson upon five (5) business days posted notice stating the reason for the meeting.
4. Meeting Minutes. Minutes shall be taken of each Committee meeting. 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.
5. Quorum. Quorum shall be a majority of Committee members present in person at the start of the Committee meeting or as permitted by the Virginia Property Owners' Association Act. Quorum must be present at a meeting in order to vote.
6. Voting. A majority vote of members while a quorum is present shall constitute a decision of the Committee. All voting shall be conducted in open session.
7. All Committee meetings shall be open to owners and residents, except as otherwise provided for in the Virginia Property Owners' Association Act, the Governing Documents, or Resolution by the Board. A designated time for resident input shall be allowed at each Committee meeting.
8. All committee meetings shall be conducted generally in accordance with Roberts Rules of Order.

B. Responsibilities of the Chairperson

1. The Chairperson, or his or her designee, shall be responsible for chairing meetings of the Committee. The duties of the Chairperson may also include, but may not be limited to the following:
 - Develop the meeting schedule;

- Prepare meeting agendas;
- Provide each Committee member an opportunity for input;
- Ensure Committee members and those attending the meeting are treated fairly and with respect, including when necessary ordering offending members or other attendees to leave the Committee meeting;
- Assign Committee members tasks as necessary;
- Serve as the liaison to the Board and represent the Committee to the Board on any matters;
- Serve as the liaison to the General Manager and represent the Committee at any meetings with the General Manager;
- Ensure that the Committee is performing duties as detailed in this resolution and requested by the Board of Directors.
- Ensure that notices of Committee meetings are provided in accordance with this Resolution.

C. Responsibilities of the Committee Secretary

1. The Secretary shall be responsible for keeping the committee roster, making sure meeting minutes are recorded for all committee meetings, making sure that the meeting minutes document the decisions of the committee, and are forwarded to the office of the Association.
2. The Secretary shall be responsible for promptly distributing the meeting minutes as follows: (1) members of the Board; (2) General Manager; (3) committee members;.

V. Inspection of Minutes, Records &

- A. Committee members shall not make available any minutes or records for inspection by the Owners or residents unless authorized to do so by the Board or the General Manager. Owners who desire to examine the minutes and other committee records must submit a written request to review the records, in accordance with the requirements of the Virginia Property Owners' Association Act, to the Board of Directors, the General Manager, the General Manager's designee, or to the Managing Agent.

VI. Board Liaison and Committee Coordination

- A. The Vice President of the Association shall serve as the Central Coordinator of Committees (Coordinator) to ensure that all administrative committee efforts are thoroughly carried out. The Board may also appoint a Board liaison to each committee, who may be responsible for advising the Chairperson, assisting with committee membership promotion and other activities deemed appropriate by the Board and the Board Liaison.
- B. If a matter is of concern to more than one committee, the Chairperson of the "lead" committee, as designated by the Coordinator, shall be responsible for the final report and recommendation to the Board, and shall present such recommendations to the Board.

VII. Applicability

The principles set forth herein are applicable to any committee or subcommittee, or special committee.

The Effective Date of this Resolution shall be July of 21, 2009, and shall remain in effect until amended or rescinded by the Board of Directors.

Enacted 06/21/05
Revised 07/21/09

STONE RIDGE ASSOCIATION, INC.
Resolution Action Record

Administration Resolution No. 2
Committee Structure & Operation

Resolution Type: Administrative Pertaining to: Committees

Duly adopted at a meeting of the Board of Directors held July 21, 2009.

Motion by: Mr. Deal

Seconded by: Ms. McCracken

VOTE

	YES	NO	ABSTAIN	ABSENT
<u>Ms. Harrover, President</u>	<u>X</u>	_____	_____	_____
<u>Ms. McCracken, Vice President</u>	<u>X</u>	_____	_____	_____
<u>Mr. McIntosh, Secretary</u>	<u>X</u>	_____	_____	_____
<u>Mr. Rhodes, Treasurer</u>	<u>X</u>	_____	_____	_____
<u>Ms. Conner, Director</u>	<u>X</u>	_____	_____	_____
<u>Mr. Edier, Director</u>	_____	_____	_____	<u>X</u>
<u>Mr. Deal, Director</u>	<u>X</u>	_____	_____	_____

Resolution Effective Date: July 21, 2009

ATTEST: I hereby certify that a vote was duly taken and the Board of Directors adopted the above Resolution on the _____ day of _____, 2009.

Mark McIntosh
 Mark McIntosh, Secretary

12/04/09
 Date

Book of Minutes No. 1
 Meeting No. 49