

Stone Ridge Association, Inc.

**Administrative Resolution No. 4**  
**Covenants Committee**

**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**, Article IV, Section 4.1 of the Bylaws provides that “the business and affairs of the Association shall be managed by the Board of Directors (“Board”); and

**WHEREAS**, Article VIII, Section 8.1 of the Declaration, establishes the purpose and powers of the Covenants Committee; and

**WHEREAS**, Article VIII, Section 8.1 of the Declaration provides that the Covenants Committee (“Committee”) has the responsibility to, among other things, investigate and render decisions as to alleged violations of the Governing Documents, impose reasonable charges for violations, hold hearings and issue decisions regarding violations and propose Community Codes; and

**WHEREAS**, Article VIII, Section 8.1, 8.2, 8.3 and 8.4 provide for the structure, organization, appeals process, and jurisdiction of the Covenants Committee.

**THEREFORE**, it is hereby RESOLVED THAT Administrative Resolution No. 05-06 (Covenants Committee) is repealed in its entirety, and that the following committee, collectively entitled Administrative Resolution No. 4, Covenants Committee, is hereby adopted:

**I. Responsibilities**

A. The primary purpose of the Covenants Committee is to ensure compliance with the Governing Documents and to foster harmony within the Community through reasoned and impartial adjudication of disputes with the Community as they arise as dictated by Article VIII of the Declaration.

B. Any provision of the Governing Documents to the contrary notwithstanding, the Covenants Committee shall have no jurisdiction over the Board. In all other respects, the Covenants Committee may exercise its discretion in making decisions regarding violations of the Governing Documents to the extent necessary and appropriate.

C. In addition to making decisions as to violations, the Covenants Committee is expected to provide the Board of Directors with recommendations regarding the following items, among other things that may become relevant and appropriate:

- Revisions to the Governing Documents (as defined herein);
- Enforcement procedures for violations of the Governing Documents (as defined herein);
- Due process procedures for hearings and appeals; and
- Hearings and appeals relative to modifications, alterations or use of the Property.

## II. Eligibility

A. At least a majority of the Committee members shall be property owners and it is preferred the Members are in good standing. Good standing shall be defined as the absence of any liens, privilege penalty, assessment delinquency, architectural or covenants violation, or pending legal action with Stone Ridge Association, Inc. (“Association”).

## III. Appointment & Terms

A. Number of Committee Persons. The Committee shall consist of at least three (3) but no more than seven (7) persons and such members shall be appointed by the Declarant until the expiration of the Class D memberships. Additionally, a majority of the members of the Architectural Review Committee shall be appointed by the Declarant for so long as the Declarant's Rights and Obligations are in effect. Thereafter, the members shall be appointed by the Board of Directors of the Association.

B. Notice of Openings, Diversity. Available Committee seats will be advertised at least thirty (30) days prior to appointment. Recruitment of candidates may be done through the newsletter, posting in the community center, announcement at the Annual Meeting, or by any other means deemed appropriate by the Board of Directors. Efforts will be made to include members from varying house types and locations within the Association are represented on the Committee.

C. Application to the Committee. In order to be eligible for appointment onto the Committee, Association Members and other people as applicable shall submit a written request to be on the Committee, including information about the candidate's background and qualifications. These written requests shall be submitted to the Board for consideration. It is preferred that applicants be Association Members in good standing. It is preferred that Committee members seeking re-appointment onto the Committee be in good standing as defined in II.A above.

D. Vacancies. The Board of Directors may make additional appointments throughout the year as the need arises.

E. Terms. Committee terms will be staggered for periods of one (1) to three (3) years, so positions will become available each year. Members appointed to fill vacancies that occur during the year shall serve for the remainder of the term of the Committee member they are replacing.

## **VI. Removal**

A. The Board of Directors may remove any Committee member, including the chairperson, at any time.

B. The Committee may make recommendations to the Board of Directors regarding the removal of Committee members.

C. A Committee member may be removed, upon written notice from the Committee chairperson, for failure to attend three (3) consecutive Committee meetings.

## **V. Election of Officers**

A. 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 upon expiration of the current term. Other officers of the Committee may be appointed by the Committee membership. The Committee shall elect a Vice Chair who shall be responsible for the duties of the Chairperson in his or her absence and a Secretary who shall be responsible for recording accurate minutes of the Committee's meetings and submitting them to the General Manager, in a timely manner. 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. 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.

## VI. Meetings

A. Time, Place, Notice. Committee meetings shall be held in the community center or other recognized meeting place of the Association. All Committee meetings shall be open to the Association membership. The Committee Chairperson shall ensure that all Committee meeting dates of the Committee are listed in the newsletter (when possible), posted in the community center and publicized through any other means of posting that the Board deems appropriate.

B. Cancellation, Rescheduling of Meetings. If it is necessary for the Committee to reschedule or cancel a meeting, the Committee Chairperson shall notify the management 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.

C. 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.

D. 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.

E. Quorum. Quorum shall be a majority of Committee members present in person at the start of the Committee meeting. Quorum must be present at a meeting in order to vote.

F. 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.

G. Resident Input. The Committee Chairperson shall designate a time period on each meeting agenda for resident input.

F. All Committee meetings shall be conducted generally in accordance with Robert’s Rules of Order.

## **VII. 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 is encouraged to 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 Board Liaison designated by the Board of Directors, if any, and with the General Manager.

C. It is expected that the Committee will provide accurate and timely information about its activities for publication in the newsletter and other communication vehicles of the Association. It is the responsibility of the Committee to ensure that this information is updated on a regular basis.

## **VIII. Sub-Committees**

A. The Committee may designate volunteer sub-committees to work on specific projects on behalf of, and at the direction of, the Committee. Sub-committee volunteers are not voting members of the Committee unless they have been appointed as such in accordance with Section III of this resolution.

**STONE RIDGE ASSOCIATION, INC.  
Resolution Action Record**

**Administration Resolution No. 4  
Covenants Committee**

Resolution Type: Administrative

Pertaining to: Committees

Duly adopted at a meeting of the Board of Directors held March 16, 2010.

Motion by: Mr. Deal

Seconded by: Mr. Rhodes

VOTE

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

Resolution Effective Date: March 16, 2010

ATTEST: I hereby certify that a vote was duly taken and the Board of Directors adopted the above Resolution on the 16<sup>th</sup> day of MARCH, 2010.

William Deal  
William Deal, Secretary

3/16/10  
Date

Book of Minutes No. 1  
Meeting No. 56

*Enacted 05/17/05  
Revised 04/21/09  
Revised 03/16/10*