

**STONE RIDGE ASSOCIATION, INC.**

**ADMINISTRATIVE RESOLUTION NO. 6**  
**Activities Committee**

(Establishing an Activities 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**, 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 Association Documents; and

**WHEREAS**, Article IV, Section 4.1(c) of the Bylaws for Stone Ridge Association, Inc. (“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, Section 7.4 of the Bylaws provides that the Board of Directors may appoint committees; and

**WHEREAS**, the Board of Directors recognizes that a positive community activities program is beneficial for the Association and wishes to establish a standing Committee to develop and carry out a community activities program;

**THEREFORE**, it is hereby RESOLVED THAT Administrative Resolutions No. 2005-03 and 2005-03A (Establishing an Activities Committee) are repealed in their entirety, and that the following responsibilities and structure, collectively entitled Administrative Resolution No. 6, Activities Committee, is hereby adopted:

**I. Responsibility**

The primary responsibility of the Activities Committee (the “Committee”) is to advise and assist the Board of Directors in planning, advertising, and conducting activities that may either enhance the overall feeling of community in Stone Ridge and/or that provide direct opportunities for enrichment and recreation to owners and residents. The Committee has no independent authority to make changes or take action affecting the Association, or to establish policy or procedures affecting the Association. The Committee may make recommendations to the Board, which the Board, in its sole discretion, may accept, modify, or reject.

In fulfilling its responsibility, the Activities Committee shall perform functions, which may include, but are not necessarily limited to, the following:

- A. At least once a year, the Committee must present a status report to the Board of Directors, which details the goals of the past year, actions taken, intended results, success measures, and plans for the upcoming year.
- B. Regularly provide news on Committee activities to the newsletter.
- C. Provide representative to inter-committee working groups as necessary.
- D. Perform other functions as assigned by the Board of Directors.
- E. Submit an annual budget plan to the Board for their review and approval.

**II. Eligibility of Committee Members**

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 eleven (11) persons. Membership on the Committee will be conferred upon having attended four (4) meetings within a twelve (12) month period, being nominated by the Committee membership and being appointed by the Board of Directors. Active participation is most important to achieving the mission of the Committee. . The Chairperson is responsible for maintaining an official attendance roster.
- B. Notice of Openings, Diversity. 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.
- C. Application to the Committee. In order to be considered 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.

#### **IV. Removal**

- A. The Board of Directors may remove Committee members, 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 Chair and Vice Chair, Duties, Minutes**

- A. Committee members will nominate, amongst themselves, one member to serve as a Committee Chair and one member to serve as a Committee Vice-Chair. The Board will confirm the nominee for Chair and Vice-Chair, upon a majority vote following a nomination by the Committee or by a member of the Board.
- B. The Vice Chair shall be responsible for the duties of the Chairperson in his or her absence and 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.
- C. 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 are not 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. The Committee will meet at least quarterly, or as otherwise determined and announced.
- 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 in order to conduct business. Quorum will be established when a majority of members are present, but at no time should that number be less than two (2). 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.
- H. All Committee meetings shall be conducted generally in accordance with Robert’s Rules of Order.

## **VII. Communications**

- A.
- B. 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.
- C. 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.
- D. 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.

## **IV. Sub-committees**

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.

## **VIII. Sponsorship & Funding**

The Board of Directors must approve the nature and scope of any Association-sponsored activity or expenditures in advance. The Committee is purely advisory in nature. No action shall be taken without the Board's prior written authorization.

The Committee will submit an annual budget for its own operations to the Board of Directors.

## **IX. Dissolution**

This Charter shall remain in effect until amended or rescinded by the Board of Directors.

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

**Administration Resolution No. 6  
Activities Committee**

Resolution Type: Administrative

Pertaining to: Committees

Duly adopted at a meeting of the Board of Directors held March 15, 2011.

Motion by: MR. DOPP

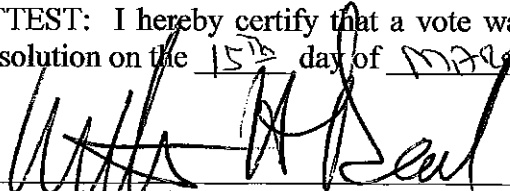
Seconded by: Mrs. Lowner

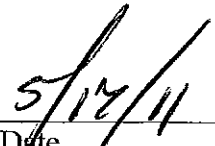
VOTE

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

Resolution Effective Date: March 15, 2011

ATTEST: I hereby certify that a vote was duly taken and the Board of Directors adopted the above Resolution on the 15<sup>th</sup> day of MARCH, 2011.

  
Bill Deal, Secretary

  
Date

Book of Minutes No. 2

Meeting No. 66

*Enacted 05/17/05  
Revised 01/16/07  
Revised 08/17/10  
Revised 03/15/11*