

**WILLIAMSTOWN HOMEOWNERS ASSOCIATION, INC.**  
**RESOLUTION NO. 2019-04**

**BOARD MEMBER MEETINGS, CODE OF CONDUCT**

*(Establishing Guidelines for the Frequency of Board Meetings, Expected Conduct at Meetings  
and in the Common Areas)*

WHEREAS, the Articles of Incorporation of the Williamstown Homeowners Association, Inc. ("Articles") identify that the purposes of the Williamstown Homeowners Association, Inc. ("Association") are (1) to provide for maintenance, preservation and architectural control of the residence lots, (2) to own, improve, maintain and preserve the common areas within the Association, and (3) to promote the health, safety and welfare of the residents within the Association; and

WHEREAS, the Articles direct the Association to exercise the powers, privileges, and duties described in the Declaration of Covenants, Conditions and Restrictions, as amended ("Declaration"); and

WHEREAS, §55-513(A) of the Virginia Property Owners Association Act (the "Act") provides that a board of directors has the power to establish and enforce rules and regulations with respect to use of the Common Areas; and

WHEREAS, Section 13.1-844.1 of the Virginia Nonstock Corporation Act states that unless the articles of incorporation or bylaws provide otherwise, the chairman shall determine the order of business and shall have the authority to establish rules for the conduct of each meeting of members; and

WHEREAS, the Declaration and the Act provide the various enforcement measures available to the Board, including, but not limited to the power to impose violations charges after due process is provided, the power to suspend privileges and voting rights, and the right to take legal action in response to a violation of the Declaration, Bylaws, Articles or rules and regulations; and

WHEREAS, for the orderly administration of the affairs of the Association, the Board of Directors deems it desirable to establish the frequency of Board meetings, and the standards for decorum and behavior on the Common Areas of the Association, and at meetings of the Association, the Board, and its Committees.

NOW THEREFORE, The Board of Directors hereby repeals all rules and regulations relating to the frequency and timing of Board meetings, conduct at meetings, and conduct on the Association's Common areas; and the Board hereby adopts the following policies and rules.

## **I. DEFINITIONS**

- A. The term "Employee" for purposes of this Policy Resolution refers to any person (a) employed by the Association directly, or (b) employed by a contractor of the Association and having responsibilities including services provided to the Association or to one or more Residents.
- B. "Harassment" means unwelcome verbal or physical conduct of any nature, assault, battery, stalking, unwelcome, offensive, demeaning, and/or hostile conduct, and/or statements based on race, color, religion, sex (whether or not of a sexual nature and including same-gender harassment and gender identity harassment), national origin, age (40 and over), disability (mental or physical), sexual orientation, or retaliation.
- C. "Owner" has the same meaning as provided for in the Declaration which is: the record owner, whether one or more persons or entities, of the fee simple title to any Lot within the Association.
- D. "Resident" means an Owner, occupant, or any lessee of a Lot, any family member of an Owner or lessee, or any guest or invitee or Owner or lessee of a Lot.

## **II. Frequency of Board Meetings**

- A. Previous Rule. At least one previous policy resolution suggested that the Board must hold two (2) regular meetings per month. However, this requirement is not found in the recorded Declaration, and is not always necessary.
- B. Once Per Month. As of the adoption of this Resolution, the Board shall meet at least once per quarter. The Board may hold its meetings once per month, as needed. The Board meetings will occur at a date, time, and place of the Board's choosing. Meeting notice will be published as required by relevant law.

## **III. Order and Decorum**

- A. Intent. The Board believes that it is in the best interests of the Association for all meetings of the Association, the Board and its Committees to be conducted in an orderly, civil manner. It is not the Board's intent to use this emphasis on civility as a reason to discourage honest discourse. The goal of this Resolution is to enable productive meetings; the Board believes productivity is supported when meeting participants show respect, are civil to one another, and when the meeting follows the Board's agenda.
- B. Attendance and Participation. Except for Executive Session, meetings shall be open to all Owners and other persons specifically invited by the Board or Committee. Those who are not Owners may attend Board and Committee meetings provided that attendance shall be at the sole discretion of the Chairperson or presiding Officer of the meeting. No Owner may vote at any meeting of the Association if payment of any financial obligation to the Association is delinquent more than sixty (60) days and the amount necessary to

bring the account current has not been paid at the time of such meeting.

- C. Order of Business The order of business at all meetings of the Association shall be established by the Chair of the Meeting, who is usually the President of the Board, pursuant to the Declaration, Bylaws, and Articles. The Managing Agent, presiding Officer or Chairperson of Association, Board, and Committee meetings are vested with authority to maintain order and decorum at such meetings.

#### **IV. Availability of Agenda Materials**

- A. Owners in good standing may examine agenda materials. "Good standing" means the absence of unpaid financial obligations that are owed to the Association, and more sixty (60) days delinquent.
- B. At least one copy of all agenda materials shall be made available for inspection by the Owners of the Association at the same time such documents are furnished to members of the Board or Committee; provided, however, materials relating to matters to be considered in Executive Session and matters for which disclosure of such would constitute a violation of law shall be excluded. The Board and any Committee may convene to Executive Session to consider personnel matters; consult with legal counsel; discuss and consider contracts, probable or pending litigation and matters involving violations of the Governing Documents or rules and regulations promulgated pursuant thereto for which a homeowner, his family members, tenants, guests, or other invitees are responsible; or discuss and consider the personal liability of homeowners to the Association.
- C. Owners are not entitled to examine (i) agenda materials to the extent that those materials are drafts (i.e. incomplete versions of documents not incorporated into the books and records of the Association), and (ii) documents and records permitted by the Act to be kept privileged and confidential.

#### **V. Owner Forum**

- A. In accordance with the Act, at all regular meetings of the Board, there shall be a specific time set aside for homeowners to comment on any matter relating to the Association; provided, however, that during a meeting in which the agenda is limited to specific topics or at a special meeting, the Board may limit the comments of the homeowners to the topics listed on the agenda.
- B. Homeowners wishing to comment on any matter relating to the Association may be required to register with the Board or Managing Agent prior to or at the Board meeting.
- C. To preserve time for the rest of the Board's agenda, the Board reserves the right not to respond to homeowners during Owner Forum and to respond at a later time in a manner determined by the Board.

- D. The Board or Managing Agent may limit each homeowner's comment to a designated time or duration as deemed necessary.

## **VI. Conduct at Meetings**

- A. All speakers and meeting attendees are expected to remain businesslike, and respectful at all times.
- B. Meetings will be conducted pursuant to Robert's Rules of Order. As directed by Robert's Rules of Order, speakers and attendees are requested speak when recognized by the Chair of the meeting. Conversely, attendees are expected to refrain from interrupting, or otherwise demanding the attention of the Board or Committee members without first being given the floor to make a comment or ask a question. Speakers and attendees are requested to refrain from engaging in any other behavior which disrupts the course of the meeting or discussions. If disruptive behavior continues, the person(s) disrupting the meeting may be asked to leave, and the Chair of the meeting may adjourn the meeting in the full discretion of the Chair.
- C. Homeowners wishing to talk with the Board during the Open Forum section of the Board meeting may have up to three (3) minutes, unless otherwise stated by the Board at the meeting. When Open Forum is completed, attendees are not entitled to have open forum to speak again.
- D. A main purpose of meetings is the opportunity they provide to Residents, management, and the Board to share and receive information about the Association in order to improve the quality of living, and property values. To be clear, this Resolution is not intended to, and does not prohibit criticism, dissenting opinions, and/or differing opinions. This Resolution does codify the Board's expectation that speakers and attendees show respect for the meeting, and for fellow meeting attendees by behaving civilly even when they are expressing doubt, dissent, criticism and frustration. For example, speakers and attendees of meetings are requested to avoid using words, and behavior that is threatening, hostile, belligerent or abusive. Persons who are abusive and/or hostile towards other persons at the meeting, including fellow attendees, Owners, Residents, management, staff, contractors, service providers and/or Board members, may be asked to leave the meeting. If threatening, hostile and/or abusive behavior continues, the Chair of the meeting has full discretion to adjourn the meeting.
- E. Pursuant to the Association's rules about recording meetings, Members of the Association may record the open portions of meetings, after providing notice of same, as permitted by the Act, and as regulated by the Association's rules, provided the meeting recording does not interfere with the meeting. Recording devices must be placed in an open and unobtrusive location at all times.

## **VII. Enforcement of Rules Protecting Meetings**

- A. Disruption. Any person who fails, refuses, or declines to comply with the directions of the presiding Officer or Chairperson, materially violates the rules set forth herein, or otherwise disrupts a meeting in any manner, may be asked to leave the meeting. The Board reserves its rights to take any other enforcement measure authorized by law.
- B. Opportunity to be Heard. The Board will follow all applicable due process requirements as required by the Act and the Association's Governing Documents and rules when it enforces this Resolution, including providing relevant person(s) the opportunity to be heard.

### **VIII. Interpretation**

This Resolution is intended to serve as a protection to the Owners' general rights to the proper and orderly administration of the affairs of the Association. The Board or appropriate Committee may determine the specific manner in which the provisions of this Resolution are to be implemented for any particular meeting.

### **IX. Harassment Of Any Person In The Common Areas Is Prohibited**

- A. A Resident's Harassment of an Employee or other Resident of the Association by Harassing Conduct, is a violation of this Policy.
- B. Any report of alleged Harassing Conduct must be presented in writing to the Board of Directors. The report must identify the Resident(s), the Employee(s), and the Harassing Conduct. To the extent practicable, the contents of the report will be kept confidential.
- C. The Board of Directors will determine, by majority vote, whether the allegations, credibility of the reporting person, and any supporting evidence establish a reasonable likelihood that Harassing Conduct occurred.
- D. If appropriate, the Board of Directors shall also administer this process, including the imposition of monetary charges for a violation of this Policy in accordance with Association's applicable rules enforcement policies, Declaration, and Section 55-513 of the Act.
- E. If a lawsuit is filed against a Resident who exhibited conduct that violates this Policy and any other applicable law, and/or contract provision, and if the Association is joined as a party to such a lawsuit, and the case against the Association is dismissed or the Association is found not liable, the Association reserves its rights to seek its costs, including legal fees incurred having to defend itself, from the person who exhibited conduct that violates this Policy.
- F. Each Owner is responsible for the conduct of all Residents residing in, leasing or visiting his/her/its Lot, as the term "Resident" is defined by this policy. Accordingly, the Owner shall be jointly and severally liable with the Resident for any violation of this Policy, for any fines that may be issued for a violation of this Policy, and for any damages, costs,

legal or otherwise, incurred by the Association in connection with such Resident's violation of this Policy.

- G. Nothing set forth herein shall be deemed an election of remedies. The Association reserves the right to pursue any and all enforcement options and remedies available under the Act, Declaration, and/or Bylaws, as such documents may be amended from time to time, against a Resident or Owner who violates any provision of this policy.

**X. Anti-Discrimination Policy**

Title VIII of the Civil Rights Act of 1968, as amended, at 42 U.S.C. 3601 *et seq.* ("Fair Housing Act") prohibits harassment in housing and housing-related transactions because of race, color, religion, sex, national origin, disability and familial status. With this Policy Resolution regarding conduct, the Board hereby formalizes its anti-discrimination policy regarding the treatment of all residents, employees, staff, agents, committee members, directors, officers and guests of the Council. The Board hereby pronounces its commitment to adherence to all applicable Fair Housing Act Laws which relate to the operations and affairs of the Association. The Board desires to foster an inclusionary environment for all residents, employees, staff, agents, committee members, directors, officers and guests, and it will take appropriate and required steps to remedy violations of Fair Housing Act Laws that the Board is notified of or reasonably should know of. Information is critical to aid the Board in enforcement of this policy and therefore the Board encourages reporting of discriminatory conduct occurring against protected persons under the Fair Housing Act and related Regulations.

The effective date of this Resolution shall be July 18, 2019.

**WILLIAMSTOWN HOMEOWNERS  
ASSOCIATION, INC.**

By Amoray  
President

RESOLUTION ACTION RECORD

WILLIAMSTOWN HOMEOWNERS ASSOCIATION, INC.  
RESOLUTION NO. 2019-04

BOARD MEMBER MEETINGS, CODE OF CONDUCT

(Establishing Guidelines for the Frequency of Board Meetings, Expected Conduct at Meetings and in the Common Areas)

Duly adopted at a meeting of the Board of Directors held July 18, 2019

Motion by: Anita Gray Seconded by: Angelique Combs

VOTE:	YES	NO	ABSTAIN	ABSENT
<u>[Signature]</u> Director	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<u>[Signature]</u> Director	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<u>[Signature]</u> Director	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<u>[Signature]</u> Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
_____ Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

ATTEST:

[Signature] 07/18/2019 TRICIA RAMPERSAD  
Secretary Date

Resolution effective: July 18, 2019.

**FOR ASSOCIATION RECORDS**

I hereby certify that a copy of the foregoing Policy Resolution was posted to the Association webpage and notice of its availability was mailed to the Williamstown Homeowners Association, Inc. on this 31 day of July, 2019.

  
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Managing Agent