

Homeowners Association

Administrative Resolution Number 14-05

Architectural Review Board Charter

Whereas, Article VI Section 1 of the Declaration grants the Board of Directors all the powers for the conduct of the affairs of the Association which are enabled by law and not specifically reserved to Members or the Declarant.

Whereas, Article VIII, Section 2 of the Declaration requires the Board of Directors to appoint an Architectural Review Board ("ARB").

Whereas, the Board of Directors deems it appropriate to establish this Architectural Review Board Charter for the efficient administration of the ARB's duties and responsibilities; to

Now therefore, be it resolved that the following procedures for the ARB be adopted and implemented herewith:

1. Duties

The Architectural Review Board shall regulate the external design and appearance of the Property and the external design, appearance and location of the improvements thereon in such a manner so as to preserve and enhance property values and to maintain harmonious relationships among structures and the natural vegetation and topography. The Architectural Review Board shall regulate all modifications and changes to existing improvements on the Property. In furtherance thereof, the Architectural Review Board shall:

- a) review and approve or disapprove written applications of Owners for proposed alterations or additions to Lots;
- b) periodically inspect the Property for compliance with adopted, written architectural standards and approved plans for alteration;
- c) adopt and publish architectural standards subject to the confirmation of the Board;
- d) adopt procedures for the exercise of its duties and conduct its proceedings in accordance with *Roberts Rules of Order – Revised*, subject to such written amendments as the Architectural Review Board shall enact, from time to time; and
- e) maintain complete and accurate records of all actions taken by the Architectural Review Board.

Approval by the Architectural Review Board of a correctly filed application shall not be deemed to be an approval by applicable governmental authorities nor a waiver of the applicant's obligation to obtain any required governmental approvals or to comply with applicable local ordinances.

2. Powers; Interpretation;

3. a) Appeal

a) The Architectural Review Board reserves the right to require any additional information it deems reasonably necessary in order to properly process and assess any Application. (Declaration, Article VIII, Section 6).

b) The Architectural Review Board shall have the power pursuant to Article VIII, Section 8 of the Declaration to have any exterior addition change or alteration made without application to or approval of the Architectural Review Board to be restored to its original condition at the offending Owner's sole cost and expense.

c) Subject to the review of the Board of Directors the Architectural Review Board shall from time to time provide interpretations of the Association Documents related to the scope of its duties as specified in the Declaration and this Charter, and pursuant to the intents, provisions and qualifications thereof, when requested to do so by an Owner or the Board of Directors.. The Board may publish and record such interpretations in order to establish precedents for application of the Association Documents or the Design Guidelines or other matters relative to architectural control and protection of the aesthetic or property values of the Property.

d) A Majority Vote of the Architectural Review Board shall be required in order to take any action. The Architectural Review Board shall keep written records of all of its actions. Any aggrieved party may appeal a decision of the Architectural Review Board to the Board by giving written notice of such appeal to the Association or any director within fifteen (15) days of the adverse ruling, which appeal must be submitted by Registered Mail or Certified Mail-Return Receipt Requested.

e) e) Authority --The Architectural Review Board shall carry out its duties and exercise its powers and authority in accordance with Article VIII, Section 5 of the Declaration and in the manner provided for in the Design Guidelines adopted by the Board of Directors.¹

3. Time for Response; Variances

The Architectural Review Board shall act on all matters properly before it within forty-five days after its receipt of a correctly-filed application in the form prescribed by the Architectural Review Board; failure to do so within the stipulated time shall constitute approval by the Architectural Review Board, except for those applications for additions or alterations prohibited by the Declaration or the Design Guidelines. (Declaration, Article VIII, Sec. 7). Neither the Board of Directors nor the Architectural Review Board has the right or power, either by action or failure to act, to waive enforcement or grant variances or exceptions from written Design Guidelines without a specific finding stating the variance or exception in a written instrument which shall be part of the records of the Association. Upon such written approval of any specific variance or exception from the requirements of the Design Guidelines, all development on the subject property conforming to such variance or exception shall be deemed to comply.

4. Eligibility

Architectural Review Board candidates and members shall be property owners in good standing. Good standing shall be defined as the absence of any liens, privilege

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suspension, assessment delinquency, Architectural Review Board or covenants violation, or pending legal action with The Village of Waxpool Homeowners Association.

A member may serve on more than one committee or board at a time. There shall not be more than one member of a household serving on the same committee or board at the same time.

5. Appointment and Terms

Subject to Section 4 above, the Board of Directors shall appoint three or more persons to serve on the Architectural Review Board. The Architectural Review Board shall appoint the chair, the vice-chair and a secretary of the Architectural Review Board. The secretary shall be responsible for recording accurate minutes of the Architectural Review Board's meetings and submitting them to the Community Manager, in a timely manner, for inclusion in the Board of Directors meeting package. Minutes shall include a record of the date, time and place of each meeting. Minutes shall also include a record of Architectural Review Board member attendance and all votes of the Architectural Review Board.

The Chairperson, or his or her designee, shall be responsible for chairing meetings of the Architectural Review Board. (Declaration, Art. VIII, Sections 1, 2, 4).

Recruitment of candidates may be done through the newsletter, announcement at the Meetings or by any other means deemed appropriate by the Board. The Board of Directors and/or the committee chair will strive to ensure that members from varying house types and locations within the association are represented on the Architectural Review Board.

Interested homeowners must submit a written request for appointment to the Community Manager. Architectural Review Board members in good standing are eligible for reappointment.

The Board of Directors make Architectural Review Board appointments each year during the Annual Meeting for terms beginning January 1st of the following year. The Board of Directors may make additional appointments throughout the year if vacancies occur.

Architectural Review Board members are appointed for three-year terms; however, members appointed to fill vacancies that occur during the year shall serve out the remainder of the term of the Architectural Review Board member they are replacing. Architectural Review Board terms will be staggered so that approximately one half of the Architectural Review Board positions will become available each year.

Architectural Review Board Members will be provided a copy of this Charter within a reasonable period of time following their appointment.

6. Removal

The Board of Directors may remove any Architectural Review Board member, including the chairperson, at any time without notice or explanation. (Declaration, Art. VIII, Sec. 3)

The Architectural Review Board may make recommendations to the Board of Directors regarding the removal of Architectural Review Board members.

An Architectural Review Board member may be removed, upon written notice from the Architectural Review Board chairperson, for failure to attend three consecutive

Architectural Review Board meetings without providing the Architectural Review Board chairperson with notice or explanation.

7. Review Board Meetings

The procedures for Architectural Review Board meetings shall be adopted from and conducted in accordance with *Roberts Rules of Order - Revised* and the chair shall serve as the presiding officer of the Architectural Review Board. (Declaration, Art. VIII, Sec. 5 (D)).

- a) **Notice** – Notice of meetings of the Architectural Review Board shall be given to each Architectural Review Board member personally or by email or telephone, orally or in writing, at least three (3) business days prior to the date named for such meeting. Such notice shall state the place, date and time and, in the case of special meetings, the purpose thereof. Architectural Review Board meetings shall be held in a recognized meeting place of the association. All Architectural Review Board meetings shall be open to the membership. In order for the membership to be reasonably informed of Architectural Review Board meetings, the Architectural Review Board Chairperson shall ensure that all regular Architectural Review Board meeting dates are listed in the newsletter and through any other means of posting that the Board of Directors deems appropriate. If it is necessary for the Architectural Review Board to reschedule or cancel a meeting, the Architectural Review Board Chairperson shall notify the management staff at the earliest possible time so that the membership can be reasonably notified. The Architectural Review Board Chairperson shall be responsible for contacting the members of the Architectural Review Board regarding rescheduled or canceled meetings. “Special” meetings or rescheduled meetings may be scheduled by the Chairperson upon three (3) business days posted notice stating the reason for the meeting.
- b) **Waiver of Notice** – Any member may at any time, in writing, waive notice of any meeting of the Architectural Review Board, and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a member at any meeting of the Architectural Review Board shall constitute a waiver of notice of the time, place and purpose of such meeting, unless the member attends for the express purpose of objecting to the transactions of any business on the grounds that the meeting was not lawfully called or convened and so notifies the person conducting the meeting at or prior to the commencement of the meeting or, in the case of a special meeting, at or prior to consideration of the matter subject to objection. If all members are present at any meeting of the Architectural Review Board, no notice shall be required and any business may be transacted at such meeting.
- c) **Quorum** – At all meetings of the Architectural Review Board, a majority of the total number of members shall constitute a quorum for the transaction of business, and a Majority Vote while a quorum is present shall constitute the decision of the Architectural Review Board, unless provided otherwise in the Property Owner’s Association Act, or the Association Documents. If at any meeting of the Architectural Review Board there is less than quorum present, a majority of those present may recess or adjourn the meeting from time to time. When the recessed or adjourned meeting is reconvened, if a quorum is present, any business which might have been

transacted at the meeting originally called may be transacted without further notice. A member who participates in a meeting by any means of communication by which all Architectural Review Board members may simultaneously hear each other during the meeting shall be deemed present at the meeting for all purposes

d) Conduct – The Chair of the Architectural Review Board shall preside over meetings of the Architectural Review Board and the Secretary shall keep the minutes of the meetings and record all resolutions adopted at the meetings and proceedings occurring at the meetings. The then current edition of *Robert's Rules of Order, Revised*, shall govern the conduct of the meetings of the Architectural Review Board when not in conflict with the Property Owner's Association Act or the Association Documents.

The Architectural Review Board Chairperson shall designate a time period on each meeting agenda for resident input.

A majority of the members of the Architectural Review Board must be present to convene a meeting or conduct formal voting procedures. For example, if the total number of Architectural Review Board members is five (5), a majority of the members shall be three (3) for the purposes of establishing a quorum. A majority vote of members while a quorum is present shall constitute a decision of the Architectural Review Board. All voting shall be conducted in open session.

Moreover, Committee Members shall not use inappropriate language or verbal tone during their debate of the issues. Any actions (including physical gestures or body language) or comments designed to insult, demean, or attack the personal character of any member of the Architectural Review Board, the Architectural Review Board as an entity or any person in attendance shall be strictly prohibited. Architectural Review Board Members owe a special duty of civility to the Association's membership and shall be particularly courteous to the individual members at all times during official functions of the Association.

8. Action by Architectural Review Board Without a Meeting

Any action required or permitted to be taken at an Architectural Review Board meeting may be taken without a meeting if consent in writing, setting forth the action taken, shall be signed either before or after such action by all the Architectural Review Board members. Any such written consent shall have the same force and effect as a unanimous vote and shall be filed with the minutes of the Architectural Review Board.

9. Architectural Review Board Member Conflicts of Interest

a) A conflict of interest transaction is a transaction in which an ARB member has an interest that precludes him from being a disinterested ARB member. An ARB member is expected to refrain from voting or advocating on any issue or application before the ARB in which the ARB member has a conflict of interest. An ARB member is encouraged to act with the utmost good faith and to seek to avoid voting on transactions in which, in the member's discretion, there exists the appearance of an impropriety. An example of a conflict of interest is a situation in which a member or a member's employer or relative may reasonably be expected to derive a pecuniary benefit from a matter before the ARB.

An example of a possible appearance of impropriety is a situation where an ARB member is a neighbor of an applicant.

Notwithstanding the above, a conflict of interest transaction is not voidable solely because of the member's interest in the transaction if any one of the following is true: (i) the material facts of the transaction and the member's interest were disclosed or known to the Board of Directors or the ARB and the Board of Directors or the ARB authorized, approved or ratified the transaction; (ii) the material facts of the transaction and the ARB member's interest were disclosed to the members entitled to vote and they authorized, approved or ratified the transaction; or (iii) the transaction was fair to the Association.

For purposes of subdivision (i) above, a conflict of interest transaction is authorized, approved or ratified if it receives the affirmative vote of a majority of the disinterested directors on the board of directors, or on the ARB. A transaction shall not be authorized, approved or ratified under this section by a single director or ARB member. If a majority of the disinterested directors or ARB members vote to authorize, approve or ratify the transaction, a quorum is present for purposes of taking action under this section. The presence of, or a vote cast by, a director or ARB member who is not disinterested does not affect the validity of any action taken under subdivision (i) of the transaction is otherwise authorized, approved or ratified as provided in that subsection.

For purposes of subdivision (ii) above, a conflict of interest transaction is authorized, approved or ratified if it receives the vote of a majority of the votes entitled to be counted under this subsection. The votes controlled by a director or ARB member who is not disinterested may not be counted in a vote of members to determine whether to authorize, approve or ratify a conflict of interest transaction under subdivision (ii). The director's or members votes, however, may be counted in determining whether the transaction is approved under other sections of the Virginia Nonstock Corporation Act. A majority of the members, whether or not present, that are entitled to be counted in a vote on the transaction under this subsection constitutes a quorum for the purposes of taking action under this section.

10. Communications

In the interest of ensuring strong communications between the Board of Directors and the Architectural Review Board, it is expected that the Architectural Review Board Chairperson, or his or her designee, will attend each regularly scheduled business meeting of the Board of Directors. The Architectural Review Board representative will present Architectural Review Board recommendations, update the Board of Directors on the status of pending Architectural Review Board tasks, request assistance from the Board of Directors, as needed, and answer any questions the Board of Directors may have regarding Architectural Review Board assignments.

It is expected that the Architectural Review Board will communicate its activities to the membership periodically through the newsletter and other communication vehicles of the association.

This Resolution was duly adopted by the Board of Directors on this 8th day of July, 2014.

RESOLUTION ACTION RECORD

Duly adopted at a meeting of the Board of Directors held on

July 8, 2014

Motion by: Barnesh Kalluri Seconded by: Pam Bohmer

	VOTE:			
	YES	NO	ABSTAIN	ABSENT
<u>[Signature]</u> President	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<u>Kandi Reddy</u> Vice President	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
<u>Treasurer</u>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<u>[Signature]</u> Secretary	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<u>Director</u>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Resolution effective: July 31, 2014.