WHEREAS, the Board of Directors is responsible for the administration and operation of the Association consistent with the amended provisions of the Reston Documents; and

WHEREAS, Section III.2(e) of the First Amendment to the Deed of Amendment to the Deeds of Dedication of Reston (“Amended Reston Deed”) delineates that it is a purpose of the Association to do any and all lawful things and acts that it, in its discretion, may deem to be for the benefit of the Property and the Owners and inhabitants thereof; and

WHEREAS, Section III.2(f) of the Amended Reston Deed delineates that it is a purpose of the Association to exercise the powers now or hereafter conferred by law on incorporated property owners associations, including those powers specified in the Virginia Nonstock Corporation Act and the Property Owners’ Association Act (“POAA”), as may be necessary or desirable to accomplish the purposes of the Association; and

WHEREAS, Sections IX.1 and IX.2 of the Amended Bylaws of the Reston Association (“Amended Bylaws”) regarding Board Committees and Advisory Committees, respectively, grant the Board of Directors the right to establish, by resolution, Board and Advisory Committees to assist and/or advise the Board of Directors on Association matters and to perform such duties as may be requested by the Board of Directors; and

WHEREAS, Section IX.5 of the Amended Bylaws stipulates that the procedures which govern committee meetings shall be the same as those set forth for meetings of the RA Board of Directors in Bylaws Section V.3; and

NOW, THEREFORE, BE IT RESOLVED, that the following operational and administrative procedures shall govern the activities of the Association’s Board and Advisory Committees ("Committees").

A. MEETINGS.

1. Notice of Committee Meetings. Notice of the time, date, and place of all committee meetings shall be published where it is reasonably believed to be available to a majority of Members and shall be sent by first-class mail or by electronic means to any Member requesting such notice. Any Member may make a request to be notified of such meetings on a continual basis, in accordance with applicable resolutions adopted by the Board.
Board of Directors and the Virginia Property Owners’ Association Act (“POAA”), as may be amended. Changes to committee meeting dates/times/locations shall be made no less than seven business days in advance of the originally-scheduled meeting date.

2. **Open Meeting Requirement.** Committee meetings, unless held in executive session, shall be open to the Members, in accordance with applicable resolutions adopted by the RA Board of Directors and the POAA, as may be amended.

3. **Officers.** The RA Board of Directors shall annually appoint a chair and vice-chair for each one of the committees. The vice-chair will perform the duties of the chair in the temporary absence of the chair. A vacancy in the office of chair shall be filled by the Board of Directors, not by automatic succession. Reston Association Board Directors and staff shall not be appointed as chair or vice-chair of any committee.

4. **Conduct of Meetings.** The committee chair shall preside over committee meetings; in the temporary absence of the committee chair, the vice-chair will assume the responsibilities. The most current edition of Robert's Rules of Order, Newly Revised, shall govern the conduct of meetings, as appropriate, when not in conflict with the POAA, the Nonstock Corporation Act, as both statutes may be amended, or the Reston Documents.

5. **Records.** Reston Association staff shall record and maintain files of all committee reports, proposals, work plans, and minutes.

6. **Committee Meeting Minutes.** Minutes of committee meetings shall include the following:
   
   a. A record of those committee members “present”, whether in person, by telephone conference or videoconference or similar electronic means;
   
   b. A record of those committee members “absent,” whether with “sufficient cause” or “without sufficient cause,” per Board & Association Operations Resolution 1, Sections P.6 and 7;
   
   c. A record of the time that the meeting was called to order;
   
   d. A record of actions taken by the committee;
   
   e. A record of reports received by the committee; and
   
   f. A record of the time the meeting was adjourned.

   Committee meeting minutes shall be adopted by the committee at a meeting in which there is a quorum present.

7. **Use of Technology.** Committee meetings may be conducted by telephone or videoconference or similar electronic means, in accordance with the POAA, as may be amended, and applicable resolutions adopted by the RA Board of Directors. Committee
members participating in such a manner may vote and shall be deemed present for at
the meeting for quorum purposes.

8. Voting by Secret Ballot. Voting by secret or written ballot in an open committee meeting
is not permitted.

9. Executive Session. Committees may convene in executive session, in accordance with
the POAA and the Nonstock Corporation Act, as may be amended, and applicable
resolutions adopted by the RA Board of Directors.

10. Recording Meetings of Committees. Any Member may record any open portion of a
meeting of a committee, as permitted in the POAA, as may be amended, and pursuant
to applicable resolutions adopted by the RA Board of Directors.

11. Committee Agenda Packets. Members shall have the right to review open session
committee agenda packets and materials, as permitted in the POAA, as may be
amended, and pursuant to applicable resolutions adopted by the RA Board of Directors.

12. Member Comments. Members shall have the right to be heard at committee meetings,
as permitted in the POAA, as may be amended and pursuant to applicable resolutions
adopted by the RA Board of Directors.

13. Quorum. Except as otherwise provided in the Reston Documents, a majority of the
committee members shall constitute a quorum for the purpose of transacting the
business of the committee. A quorum of committee members must be present at all
times during a meeting.

14. Action. All actions of a committee shall be determined by a majority vote of those
members present.

B. COMMITTEE AUTHORITY.

1. Committees shall only undertake those tasks outlined in their respective, Board approved
work plans or other projects and proposals which are expressly authorized by the Board of
Directors by resolution or other Board action.

2. Committees report directly to the Board of Directors. Committee members (including
the chair or vice-chair) may not speak for or act on behalf of the Board of Directors or
the Association, unless formally given such authority in writing by the Board of Directors
for specific and time-limited purposes.
3. Committees or individual members are not permitted to direct or oversee the day-to-day work of staff. If a committee requires staff assistance, a request shall be made to the Chief Executive Officer or his/her designee.

C. COMMITTEE LEADERSHIP ROLES & RESPONSIBILITIES.

1. Chair/ Vice-Chair. In accordance with the rules established in Committees Resolution 2, the Board of Directors shall appoint all committee chairs and vice-chairs. The chair(s) shall be responsible for:
   i. Convening the committee;
   ii. Presiding over committee meetings;
   iii. Developing committee meeting agenda(s) in accordance with the Agenda Template (Addendum A) provided by the Association;
   iv. Ensuring that action minutes are taken for each meeting of the committee in accordance with the Meeting Minute Template (Addendum B) provided by the Association;
   v. Causing meeting minutes to be recorded by someone other than the staff liaison to the committee if the staff liaison is not in attendance at a meeting;
   vi. Coordinating the preparation of the committee’s annual work plan and all reports and proposals for consideration by the Board of Directors; and
   vii. Presenting the committee’s annual work plan and biannual reports to the Board Operations Committee and Board of Directors, as appropriate, plus providing updates on the committee’s progress in completing its annual work plan and information related to other reports or proposals;

2. Board Directors on Committees.
   i. In May of each year, the President of the Board of Directors shall appoint Board Directors to serve as members of or Liaisons to one of the Association’s Committees; or community groups, councils and/or committee; or the Association’s Design Review Board; or the Covenants Committee.
   ii. The purpose of the Board Liaison is to serve as a resource to and line of communication between the Board of Directors and Design Review Board, Covenants Committee, and/or Advisory Committee.
   iii. Board Directors appointed to serve as Liaisons to the Design Review Board, Covenants Committee, or an Advisory Committee are non-voting members of these groups and are not to be counted for quorum purposes.
iv. Each Board Liaison is required to attend a meeting of his/her respective group (Design Review Board, Covenants Committee, and/or Advisory Committee) at least once per quarter and be available to the committee chair and vice-chair when needed.

v. Board Directors appointed to serve on the Legal, Board Operations, Board Governance, Fiscal Committees and/or any Special Committee of the Board shall be full voting members of these committees, shall be counted towards quorum, and shall be held to the same attendance criteria as any other member of the committee.

D. STAFF LIAISON ROLE & RESPONSIBILITIES TO COMMITTEES.

1. A Staff Liaison to a committee is appointed by the Chief Executive Officer, in consultation with the appropriate department director.

2. A Staff Liaison shall be responsible for:
   
i. Maintaining the records of the committee, including but not limited to, meeting minutes, the annual work plan, reports, and proposals;

ii. Assisting the committee chair in preparing meeting agendas, the committee’s annual work plan, reports, proposals, and biennial budget requests;

iii. Securing a location for committee meetings.

iv. Notifying committee members of dates, times, and locations of meetings; and

v. Posting notice of committee meetings on the Association’s website meeting calendar.

3. A staff liaison is not required to report to a committee on the status of his/her day-to-day work tasks, unless such tasks are directly related to the stated work plan of the committee.

E. COMMITTEE MEMBER RESPONSIBILITIES.

i. Committee members shall adhere to the same meeting attendance requirements delineated in Section P of Board & Association Operations Resolution 1; provided, however, that notification of absence from a committee meeting shall be made to the committee chair and/or Staff Liaison to the committee.

ii. If a Committee member is absent from three consecutive committee meetings without sufficient cause, as defined in Board & Association Operations Resolution 1, then the Board of Directors shall take up the matter during a Regular or Special Meeting and
F. COMMITTEE WORK PLANS.

1. In an effort to complement the goals and issues outlined in the Association’s current multi-year Strategic Plan, each committee shall develop an annual work plan outlining the areas/tasks it will be addressing during the year.

2. In November of each year, committee chairs shall meet with the Board Operations Committee (BOC) to solicit input on the types of activities the Board of Directors may be interested in having the committee undertake in the following year.

3. In January of each year, each committee chair will submit his or her committee’s annual work plan to the BOC for review prior to it being forwarded to the Board of Directors for review and approval.

4. Once approved, the Association shall post the work plan of each committee on the Association’s website www.reston.org.

5. The Board of Directors may, by a majority vote, task a committee with activities in addition to those included in its annual work plan.

6. A committee is not permitted to undertake initiatives outside of its approved annual work plan without first obtaining the approval of the Board of Directors. New activities must first be submitted, in writing, to the BPC for review.

ATTEST: Resolution was adopted at a Regular Meeting of the Reston Association’s Board of Directors held on December 14, 2006; and amended on May 24, 2012.

Cate L. Fulkerson
Assistant Secretary
Addendum A
NOTE: Times listed for Agenda Items are *estimates only*. Actual times may vary substantially dependent on circumstances. It is suggested that Members having an interest in a specific Agenda Item be in attendance from the start of the meeting.

**SPECIAL NOTE - “DISPOSITION” OF AGENDA ITEMS:** It is important to identify what is expected to happen with Agenda items. For example, is an item on the agenda for “Discussion” or is “Action” expected to be taken on the item.

I. **Procedural Items**

<table>
<thead>
<tr>
<th>Item</th>
<th>Disposition</th>
</tr>
</thead>
<tbody>
<tr>
<td>A. <strong>X:XX</strong> pm Call to Order &amp; Opening Remarks</td>
<td>Discussion</td>
</tr>
<tr>
<td>[Name of Committee Chair or Vice Chair]</td>
<td></td>
</tr>
<tr>
<td>B. <strong>X:XX</strong> pm Adoption of Meeting Agenda</td>
<td>Action</td>
</tr>
<tr>
<td>[Name of Committee Chair or Vice Chair]</td>
<td></td>
</tr>
<tr>
<td>C. <strong>X:XX</strong> pm Approval of Meeting Minutes</td>
<td>Action</td>
</tr>
<tr>
<td>[Name of Committee Chair or Vice Chair]</td>
<td></td>
</tr>
</tbody>
</table>

II. **General Communications**

<table>
<thead>
<tr>
<th>Item</th>
<th>Disposition</th>
</tr>
</thead>
<tbody>
<tr>
<td>D. <strong>X:XX</strong> pm General Comments from RA Members</td>
<td>Discussion</td>
</tr>
</tbody>
</table>

III. **Action/Discussion Items**

<table>
<thead>
<tr>
<th>Item</th>
<th>Disposition</th>
</tr>
</thead>
<tbody>
<tr>
<td>E. <strong>X:XX</strong> pm [Item Name]</td>
<td>Action</td>
</tr>
<tr>
<td>[Presenter’s Name]</td>
<td></td>
</tr>
<tr>
<td>F. <strong>X:XX</strong> pm [Item Name]</td>
<td>Discussion</td>
</tr>
<tr>
<td>[Presenter’s Name]</td>
<td></td>
</tr>
<tr>
<td>G. <strong>X:XX</strong> pm [Item Name]</td>
<td>Action</td>
</tr>
<tr>
<td>[Presenter’s Name]</td>
<td></td>
</tr>
</tbody>
</table>

IV. **Close of Meeting**

<table>
<thead>
<tr>
<th>Item</th>
<th>Disposition</th>
</tr>
</thead>
<tbody>
<tr>
<td>H. <strong>X:XX</strong> pm Adjourn</td>
<td>Action</td>
</tr>
<tr>
<td>[Name of Committee Chair or Vice Chair]</td>
<td></td>
</tr>
</tbody>
</table>
[Committee Name] MEETING MINUTES

[Date]

PRESENT: [Only committee members are listed here, as well as the staff liaison]

ABSENT WITH/WITHOUT CAUSE: [Only committee members are listed here.]

SPECIAL NOTE ON MINUTES: Minutes should be action oriented only. Who said what is not as important as what actions were taken or decisions made by the committee. As such, the minutes should only reflect the actions – motions – taken by the committee.

I. PROCEDURAL ITEMS

A. Call to Order & Opening Remarks
   [Name of Chair] called the meeting to order at [time] and established that a quorum of the committee was present.

B. Adoption of Regular Meeting Agenda (Attached)
   Committee Member [Name], seconded by Committee Member [name], moved to approve the [date of agenda] Committee Meeting Agenda.

   The motion passed unanimously.

   OR

   The motion passed/failed with the votes recorded as follows:

   AYE: [Names of committee members that voted in favor of motion]
   NAY: [Names of committee members that voted against motion.]
   ABSTAIN: [Names of committee members that choose to abstain or take a neutral position.]

C. Approval of Committee Meeting Minutes
   Committee Member [Name], seconded by Committee Member [name], moved to approve the [date of minutes] Committee Meeting Minutes.

   The motion passed unanimously.

   OR
The motion passed/failed with the votes recorded as follows:

AYE: [Names of committee members that voted in favor of motion.]
NAY: [Names of committee members that voted against motion.]
ABSTAIN: [Names of committee members that choose to abstain or take a neutral position.]

II. GENERAL COMMUNICATIONS

D. Comments from Reston Association Members

1. [Member name], [Member street address] – Topics: [list general topics noted by the member – not word for word.]

2. [Member name], [Member street address] – Topics: [list general topics noted by the member – not word for word.]

3. [Member name], [Member street address] – Topics: [list general topics noted by the member – not word for word.]

SPECIAL NOTE ON RECORDING THE COMING AND GOING OF COMMITTEE MEMBERS: Once the meeting had been called to order, it is important to record when committee members arrive after the start of the meeting or leave before the meeting has concluded. This is important to capture, especially when votes are being taken on items.

>> [Committee member XYZ] arrived or left at the meeting at [time] pm.

III. ACTION/DISCUSSION ITEMS

SPECIAL NOTE ON REPORTS PRESENTED TO COMMITTEE: Written reports provided by committee members and/or those outside of the committee should be attached to the minutes. Only main points of the report should be summarized and included in the minutes.

E. XYZ Report (Attached)

[Name of presenter], [group affiliation] provided, and the Committee received information on the activities of [group name]. Specifically, the following was highlighted:

1.

2.

F. [Item Name]

Committee Member [Name], seconded by Committee Member [name], moved to approve XYZ item.

The motion passed unanimously.

OR
The motion passed/failed with the votes recorded as follows:

AYE: [Names of committee members that voted in favor of motion.]
NAY: [Names of committee members that voted against motion.]
ABSTAIN: [Names of committee members that choose to abstain or take a neutral position.]

SPECIAL NOTE ON EXECUTIVE SESSION: The committee may adjourn into executive session to discuss matters related to personnel, legal or contracts. However, if the committee, during executive session, decides to take a specific course of action, then such action must be taken in open session. No minutes are taken of the discussion held in executive session.

G. Executive Session – Legal, Contractual, and Personnel Matters

Chair [name], seconded by Committee Member [name], moved to go into executive session to consult with Legal Counsel to discuss personnel and/or contractual matter and/or legal matters.

The motion passed unanimously.

OR

The motion passed/failed with the votes recorded as follows:

AYE: [Names of committee members that voted in favor of motion.]
NAY: [Names of committee members that voted against motion.]
ABSTAIN: [Names of committee members that choose to abstain or take a neutral position.]

The Committee adjourned into executive session at [time] pm and returned to open session at [time] pm.

Committee Member [Name], seconded by Committee Member [name], moved to approve XYZ item.

The motion passed unanimously.

OR

The motion passed/failed with the votes recorded as follows:

AYE: [Names of committee members that voted in favor of motion.]
NAY: [Names of committee members that voted against motion.]
ABSTAIN: [Names of committee members that choose to abstain or take a neutral position.]

IV. CLOSE OF MEETING
H. Adjourn

Committee Member [name], seconded by Committee member [name], moved to adjourn the meeting.

The motion passed unanimously.

The meeting adjourned at [time] pm.

Respectfully submitted,

[Staff Liaison name]
[Staff position title]

SPECIAL NOTE ON ATTACHMENTS TO MINUTES: The meeting agenda and any reports or action item materials should be attached to the minutes.

Attachments to Original:

– Committee Meeting Agenda
– Reports and/or other materials listed by name
Commities Resolution 2;
Committee Member and Chair Appointments

WHEREAS, the Board of Directors is responsible for the administration and operation of the Association consistent with the amended provisions of the Reston Documents; and

WHEREAS, Section III.2(e) of the First Amendment to the Deed of Amendment to the Deeds of Dedication of Reston ("Amended Reston Deed") delineates that it is a purpose of the Association to do any and all lawful things and acts that it, in its discretion, may deem to be for the benefit of the Property and the Owners and inhabitants thereof; and

WHEREAS, Section III.2(f) of the Amended Reston Deed delineates that it is a purpose of the Association to exercise the powers now or hereafter conferred by law on incorporated property owners' associations, including those powers specified in the Virginia Nonstock Corporation Act and the Property Owners' Association Act ("POAA"), as may be necessary or desirable to accomplish the purposes of the Association; and

WHEREAS, Sections IX.1 and IX.2 of the Amended Bylaws of the Reston Association ("Amended Bylaws") regarding Board Committees and Advisory Committees, respectively, grant the Board of Directors the right to establish, by resolution, Board and Advisory Committees to assist and/or advise the Board of Directors on Association matters and to perform such duties as may be requested by the Board of Directors; and

WHEREAS, Section IX.4(a) of the Amended Bylaws stipulates that appointments of Members to committees and committee chairs shall be made by the Board of Directors; and

WHEREAS, Section IX.4(b) of the Amended Bylaws gives the Board of Directors authority to remove any committee member by a two-thirds vote of the Board of Directors whenever, in its judgment, the best interests of the Association will be served thereby; and

NOW, THEREFORE, BE IT RESOLVED, that the following procedures shall govern the manner in which the Board of Directors shall appoint Members to committees and committee chairs.

A. COMMITTEE APPOINTMENTS.

1. Notice of Open Positions on Committees. When a Member-based committee is formed by the Board of Directors or a Member seat becomes open on a committee, the Secretary or Assistant Secretary of the Association shall cause notice of the opening(s) to be posted on the

Reston Association - Committees Resolution 2; Committee Member & Chair Appointments
April 1, 2019
Association’s website and social media outlets; advertised in local electronic media and sent to cluster officers via direct mail and/or electronic mail postcards.

2. Eligibility and Application Requirements.

i. Members in “Good Standing” (a Member not more than sixty (60) days delinquent in fulfilling any financial obligation to the Association or whose Lot is not otherwise in violation of the Reston Documents) and who possess the minimum qualifications required for a specific committee (hereinafter a “Qualified Applicant”) are eligible to make application for an open seat on the committee.

ii. Qualified Applicants shall submit to the Secretary or Assistant Secretary of the Board of Directors by the advertised deadline, a brief resume of experience and statement of interest outlining the reasons for desiring appointment to a committee.

iii. An incumbent member of a committee who desires to be reappointed must apply in the same manner as any other Association Member.

3. Applicant Interview and Reporting Procedures.

i. A Qualified Applicant will be required to interview with the Chair, Staff Liaison and/or Board Liaison for the committee they desire to serve on at least two (2) weeks prior to interviewing with the Board Operations Committee (“BOC”).

ii. A Qualified Applicant will be required to interview with the BOC. At the discretion of the BOC, the Chair, the Board Liaison and Staff Liaison of the committee for which the applicant seeks membership may be invited to participate in the interview process.

iii. Former members of the Board of Directors (not more than one (1) year from last date of service on the Board) who have submitted a completed Committee Appointment Application will not be required to interview with the BOC.

iv. At the discretion of the BOC, an incumbent member of a committee who desires to be reappointed may not be required to interview with the BOC.

v. A Qualified Applicant will be invited to attend, as an observer, one or more meetings of the committee or committees to which he or she seeks membership, with the purpose being to provide him or her the opportunity to see how the committee functions.

vi. The Assistant Secretary will coordinate with the BOC to schedule a date(s) to conduct interviews with applicants.

vii. During the BOC Meeting, the BOC may ask the Qualified Applicant to respond to questions related to qualifications that may include, but are not limited to:

- Length of residency in Reston;
- Ability to work in a public forum;
Experience with the subject matter(s) being considered by a specific committee;
- Involvement with other volunteer committees or workgroups;
- Professional background in related fields; and
- Approach to decision-making – *(A hypothetical scenario may be posed to each applicant to determine how he or she would address a specific policy issue in order to gain a sense of an applicant’s approach or philosophy to decision making.)*
- Meeting attendance – (Has the candidate attended a meeting of the Committee.)

viii. The BOC shall forward the resumes and statements of interest for all Qualified Applicants along with its recommendations to the Board of Directors who shall make appointment(s). The Association will inform all applicants of their interview status.

ix. Once the Board of Directors makes its appointment(s), the Association shall notify, in writing or electronically, the Qualified Applicant of the Board’s decision.

4. Appointment Term and Notification.

i. A committee member will serve a three (3) year term and until his or her successor is appointed by the Board of Directors. No committee member may serve for more than three consecutive three-year terms. A Member may be eligible to serve on a committee for an additional set of three consecutive three (3) year terms after a one (1) year interval from the expiration of his/her term or resignation. A member of a committee who has served more than half a term is considered to have served a full term.

ii. A term of an advisory committee member shall automatically terminate upon the termination or disbandment of an advisory committee.

5. Committee Orientation.

i. A new appointee shall be required to attend an orientation session within thirty (30) business days after his or her official appointment to a committee.

ii. The orientation session will be conducted by the Assistant Secretary of the Association and the Staff Liaison.

iii. During the orientation session, an appointee will be provided with information on committee operations & administration as outlined in Resolution 1 on Committees; the duties of the committee to which he or she was appointed; contact information for other members, Board Liaison, Staff Liaison; and the general date/time/location of committee meetings.
B. COMMITTEE CHAIR APPOINTMENTS.

1. Committee members interested in serving as the chair or vice chair of their committee must submit a letter of interest, by mail or electronically, to the Association, c/o the Assistant Secretary of the Association.

2. Committee members interested in serving as the chair or vice chair of their committee will be required to interview with the Staff Liaison and/or Board Liaison for the committee they desire to serve on at least two (2) weeks prior to interviewing with the Board Operations Committee ("BOC").

3. An incumbent member serving as the chair or vice chair and desiring reappointment shall be required to apply and may, at the discretion of the BOC, be evaluated in the same manner as any other applicants.

4. Candidates for committee chair or vice chair positions will be interviewed by the BOC.

5. Prior to the interview date(s), staff will provide the BOC with a packet of information, including the individual statement of interest from each applicant to be interviewed.

6. During the interview for a committee chair or vice chair position, the BOC will ask each applicant to respond to questions related to qualifications that may include, but are not limited to:  
   - Understanding of the Association’s committee operations & administration policies;
   - Experience in leading volunteer committees or work groups;
   - Comfort level with making public presentations; and
   - Familiarity with the issues being considered by the committee.

7. The BOC will forward a recommendation for appointment to a position of committee chair or vice chair to the full Board of Directors for consideration.

8. Once the Board of Directors has approved an appointment, the Association shall notify, in writing or electronically, all applicants of the Board’s decision.

9. Appointment to the position of committee chair or vice chair shall be for no longer than one (1) year; provided, however, that the incumbent may seek reappointment.

ATTEST: Resolution was adopted at a Regular Meeting of the Reston Association’s Board of Directors held on December 14, 2006; and amended on May 22, 2008; and amended on May 24, 2012; and amended on April 1, 2019.

[Signature]
Secretary
WHEREAS, the Board of Directors is responsible for the administration and operation of the Association consistent with the amended provisions of the Reston Documents; and

WHEREAS, Section III.2(e) of the First Amendment to the Deed of Amendment to the Deeds of Dedication of Reston (“Amended Reston Deed”) delineates that it is a purpose of the Association to do any and all lawful things and acts that it, in its discretion, may deem to be for the benefit of the Property and the Owners and inhabitants thereof; and

WHEREAS, Section III.2(f) of the Amended Reston Deed delineates that it is a purpose of the Association to exercise the powers now or hereafter conferred by law on incorporated property owners associations, including those powers specified in the Virginia Nonstock Corporation Act and the Property Owners’ Association Act (“POAA”), as may be necessary or desirable to accomplish the purposes set forth above; and

WHEREAS, Section IX.1 of the Amended Bylaws for the Reston Association (“Amended Bylaws”) delineates that the Board of Directors may create Board Committees, comprised of Directors and such staff and Members as it deems appropriate, to assist in the work of the Board of Directors; and

WHEREAS, Section IX.2 of the Amended Bylaws delineates that the Board of Directors may create Advisory Committees comprised of Members to give advice on Association matters and to perform such duties as may be requested by the Board of Directors; and

NOW, THEREFORE, BE IT RESOLVED, that the following procedures shall govern the manner in which Board Directors are appointed to serve on Board and Advisory Committees:

A. DIRECTOR APPOINTMENTS TO BOARD COMMITTEES

1. In May of each year, the President shall appoint Reston Association Board Directors to serve as voting members on Board Committees (the Legal Committee, Board Operations Committee, Fiscal Committee, and Planning & Evaluation Committee).

2. Directors appointed to Board Committees shall be responsible for carrying out the duties expressly assigned to the Committee as authorized by the Board of Directors by resolution or other Board action.

3. Directors appointed to Board Committees shall adhere to the same meeting attendance requirements delineated in Section P of Board & Association Operations Resolution 1; provided, however that, a Director shall be deemed to have resigned from the Committee upon absence from three consecutive meetings without sufficient cause. Sufficient Cause is
defined as follows, but is not limited to either: i) an absence for a medical reason; ii) business travel; iii) family vacation; or iv) family emergency.

B. BOARD LIAISONS TO THE DESIGN REVIEW BOARD, COVENANTS COMMITTEE & ADVISORY COMMITTEES

1. In May of each year, the President shall appoint Reston Association Board Directors to serve as ex officio members to Advisory Committees, and as per Design Review & Covenants Administration Resolution 2, the Design Review Board, and Covenants Committee.

2. Board Liaisons shall oversee the implementation of the Committee’s annual work plan, and serve as a line of communication between the Board of Directors and Advisory Committee.

3. Board Liaisons shall be required to attend a meeting of their respective Advisory Committee at least once per quarter and be available to the Committee chair when needed.

ATTEST:  Resolution was adopted at a Regular Meeting of the Reston Association’s Board of Directors held on December 14, 2006.

Cate L. Fulkerson

Assistant Secretary
WHEREAS, the Board of Directors is responsible for the administration and operation of the Association consistent with the amended provisions of the Reston Documents; and

WHEREAS, Section III.2(e) of the First Amendment to the Deed of Amendment to the Deeds of Dedication of Reston ("Amended Reston Deed") delineates that it is a purpose of the Association to do any and all lawful things and acts that it, in its discretion, may deem to be for the benefit of the Property and the Owners and inhabitants thereof; and

WHEREAS, Section III.2(f) of the Amended Reston Deed delineates that it is a purpose of the Association to exercise the powers now or hereafter conferred by law on incorporated property owners’ associations including those powers specified in the Virginia Nonstock Corporation Act and the Property Owners’ Association Act ("POAA"), as may be necessary or desirable to accomplish the purposes of the Association; and

WHEREAS, Section IX.1 of the Amended Bylaws for Reston ("Amended Bylaws") grants the Board of Directors the right to establish, by resolution, Board Committees, comprised of Directors and such staff and Members as it deems appropriate, to assist in the work of the Board of Directors; and

WHEREAS, Section IX.1 of the Amended Bylaws stipulates that Board Committees shall not have any authority of the Board of Directors unless it is specifically delegated by any resolutions adopted by the Board of Directors; and

WHEREAS, Committees Resolution 1 delineates the manner in which Board Committees are to operate.

NOW, THEREFORE, BE IT RESOLVED, that the following Board Committees be established to assist in the work of the Board of Directors:

A. BOARD OPERATIONS COMMITTEE ("BOC")

1. Committee Composition: The President; Treasurer; two other Directors; and, as non-voting members the Chief Executive Officer; Legal Counsel; and Assistant Secretary.

2. Responsibilities:

a. Board Agenda Development. Assists the Board President in drafting Regular Board Meeting Agendas.

b. Design Review Board & Committee Composition. Interviews and forwards to the Board of Directors recommendations on candidates for appointment to open positions on the Design Review Board, Covenants Committee, Elections Committee, Board Advisory Committees, and
any other Special Committee established by the Board and as per Committees Resolution 2 and Design Review & Covenants Resolution 1.

c. Committee Leadership. Interviews and forwards to the Board of Directors recommendations on candidates for appointment to fill Committee Chair and Vice Chair positions, as per Committees Resolution 2.

d. Advisory Committee Work Plan/Project Proposal Review. Reviews work plans submitted by Advisory Committees prior to such work plans being submitted to the Board of Directors for consideration and approval. Also, reviews any new committee proposals or projects.

e. Design Guideline Amendments. Reviews any proposed Design Guideline amendment(s) in accordance with Design Review & Covenants Administration Resolution 4.

f. Resolution Establishment & Amendments. Reviews any new or proposed amendments to policy, rules, regulations, and standards Resolutions.

g. Review of Special Requests Regarding the Use of Common Area & Residential Property. Reviews special request made by Members or other groups regarding the use of the Association Common Area and or residential property included but not limited to lake use requests, recreational facility requests, and hunting requests before sending to the Board of Directors for consideration.

h. New Matters. Review any new matters such as recommendations for new policies, projects, initiatives, or other issues that may be forwarded to the full Board of Directors for consideration as may be determined by the BOC.

i. Other actions properly delegated to the BOC by the Board of Directors.

B. BOARD GOVERNANCE COMMITTEE

1. **Committee Composition:** The Vice President; Secretary, two other Board Directors; and, as a non-voting members, the Chief Executive Officer and Legal Counsel.

2. **Responsibilities:**

   a. **Strategic Planning**

      1. In coordination with the CEO, leads the Board in recommending a process for developing the organizations’ multi-year Strategic Plan.

      2. Monitors and reports back to the Board of Directors on the implementation of the Association’s multi-year Strategic Plan.

      3. Assist the Board in periodically updating and clarifying primary areas of focus for the Board – the Board’s agenda for the next 1-2 years based on the Strategic Plan.

   b. **Board Leadership** - Work with each Director to identify the Board tasks and projects he or she might assume.

   c. **Board Knowledge**

      1. Design a process to orient new directors.

      2. Design and implement an ongoing program of board information and education.
d. Board Role & Effectiveness
   1. Lead the Board in regularly reviewing and updating the board’s statement of its role and
      areas of responsibility, and the expectations of individual members.
   2. Lead the periodic assessment of the Board’s performance, effectiveness, and on-going
      measures of performance.

e. Board Conduct
   1. Recommends to the Board of Directors a proposed Board Code of Conduct Policy, and
      periodically reviews, and provides recommended revisions to the Board Code of Conduct
      policy.
   2. Regularly reviews the Board's practices regarding director communications, conflict of
      interest, confidentiality, etc., and suggest to the Board of Directors improvements as
      needed.
   3. Receives formal complaints, investigates, and provides recommendations, including
      sanctions, to the Board of Directors regarding individual Director conduct.

f. Committee Structure - In accordance with the Section IX.2 of the Amended Bylaws, annually
   review the existing Board and Advisory Committees to determine whether to recommend to
   the full-Board termination, continuation, or the addition of new Committees.

g. CEO Evaluation & Corporate Operations
   1. Annually, conduct the CEO evaluation and recommend appropriate action related to the
      evaluation to the full Board of Directors.
   2. As needed, review contractual, legal and or operational issues with the CEO.

C. BOARD FISCAL COMMITTEE

1. Role
   a. The Fiscal Committee will review and monitor the fiscal decisions and financial statements of
      Reston Association (RA) in order to ensure compliance with RA governing documents, ensure
      decisions made are in the best interest of RA and its members, and assist the Board in fulfilling its
      fiduciary responsibilities.
   b. The Fiscal Committee will work with the RA Chief Executive Officer (CEO), Chief Financial Officer
      (CFO) and RA staff, meet monthly to discuss and analyze fiscal issues before they are presented
      to the Board, and advise the Board on fiscal issues before, during, and/or after Board meetings.
   c. A member of the Fiscal Committee, generally, the Chair or Treasurer, will present the Fiscal
      Committee Report to the RA Board at monthly meetings, including a synopsis of Committee
      members' opinions in order to ensure that any dissent from its conclusions is acknowledged.
2. Responsibilities

a. Review and provide analysis of fiscal issues for the Board of Directors. The Fiscal Committee will serve an advisor to the Board on all financial matters including:
   
   1. Annual Assessments
   2. Financial Statements,
   3. Significant financial transactions,
   4. Financial policies and procedures,
   5. Budgets (capital and operating) in accordance with Financial Resolution 1,
   6. Financial health of programs and capital projects,
   7. Investment policies,
   8. Insurance policies,
   9. Grant opportunities,
   10. Review of financial resolutions
   11. Capital Assets Reserve Study
   12. Other financial matters as referred to the committee by the Board

b. Internal Control.

   i. Review the Policies and Procedures Manuals on an annual basis for their adequacy.

   ii. May perform sample testing of the effectiveness of processes and the control environment as needed.

   iii. Initiate an objective selection of an independent Certified Public Accountant (CPA) to conduct an internal control audit(s) upon direction from the Board.

   iv. Define the scope of any audit of internal controls.

   v. Review and discuss the report. The Treasurer or Chair will report the results of the internal control audit to the RA Board of Directors.

c. Annual Audit.

   i. Recommend, as per Assessments & Financial Resolution 8, to the RA Board of Directors an independent Certified Public Accountant ("CPA") who shall prepare an annual report and render an opinion on the Association's books and records of accounts.

   ii. Oversee the annual audit engagement by:

      1. Pre-Audit meeting with the auditor to discuss:
         
         a) The audit scope and any areas of special interest to be examined.
         b) Obtain a formal written statement from the auditors as to their independence.
         c) Instruct the auditors that they are responsible to the Board of Directors.

      2. Post-Audit meeting with the auditor to discuss:
a) Any audit findings or audit adjustments.
b) Review of the draft financial statements and accompanying footnotes.
c) Evaluate the cause of significant variances from the previous year.
d) Any management or Board issues noted by the auditors during the engagement.
e) Any operational or other issues of importance.

3. Review the performance of the auditors.

4. Report to the RA Board of Directors the results of the Audit Committee’s review of the financial statements and audit opinion.

5. Present the board with any recommendations based on the audit results.

3. Composition
Treasurer; Chief Financial Officer who shall serve as a non-voting ex officio member; one RA Board Director; and up to seven Members with financial experience, as described below, appointed by the RA Board of Directors. The terms of the Board appointed Committee members shall be for three years.

Members being considered for appointment to the Fiscal Committee must be “financially literate” and collectively possess a diverse financial skill set with a minimum of either: a bachelor’s degree in accounting, finance, or business administration; or three years of financial, business or accounting experience. The RA Board of Directors should make all reasonable efforts to ensure that at least one member of the Fiscal Committee is a Certified Public Accountant.

ATTEST: Resolution was adopted at a Regular Meeting of the Reston Association’s Board of Directors held on December 14, 2006; and amended on November 15, 2007, May 26, 2011; July 14, 2011; January 22, 2015; May 24, 2018; and April 1, 2019.

__________________________
Secretary
Committees Resolution 5
Board Advisory Committees

WHEREAS, the Board of Directors is responsible for the administration and operation of the Association consistent with the amended provisions of the Reston Documents; and

WHEREAS, Section III.2(e) of the First Amendment to the Deed of Amendment to the Deeds of Dedication of Reston ("Amended Reston Deed") delineates that it is a purpose of the Association to do any and all lawful things and acts that it, in its discretion, may deem to be for the benefit of the Property and the Owners and inhabitants thereof; and

WHEREAS, Section III.2(f) of the Amended Reston Deed delineates that it is a purpose of the Association to exercise the powers now or hereafter conferred by law on incorporated property owners’ associations including those powers specified in the Virginia Nonstock Corporation Act and the Property Owners’ Association Act ("POAA"), as may be necessary or desirable to accomplish the purposes of the Association; and

WHEREAS, Section IX.2 of the Amended Bylaws for the Reston Association ("Amended Bylaws") grants the Board of Directors the right to establish, by resolution, Advisory Committees comprised of Members to give advice on Association matters and to perform such duties as may be requested by the Board of Directors; and

WHEREAS, Committees Resolution 1 delineates the manner in which Advisory Committees are to operate.

NOW, THEREFORE, BE IT RESOLVED, that Advisory Committees shall consist of at least three (3) and no more than fifteen (15) Reston Association Members, appointed by the Board of Directors for a term of three (3) years; a Staff Liaison who shall serve as an ex officio member; and one RA Board Director who shall serve as an ex-officio member.

BE IT FURTHER RESOLVED, that the Board may from time to time create a Working Group(s) to study and report on a particular question or questions and make recommendations based on its findings. A Working Group shall consist of at least three (3) and no more than fifteen (15) Reston Association Members, appointed by the Board of Directors for a specific term as specified by the Board of Directors; a Staff Liaison who shall serve as an ex officio member; and one RA Board Director who shall serve as an ex-officio member. Working Groups are hereby deemed Advisory Committees and shall be governed under the governing instruments for the Association as they pertain to Advisory Committees.

BE IT FURTHER RESOLVED, that the following Advisory Committees be established to assist in the work of the Board of Directors:

Committees Resolution 5; Board Advisory Committees
May 23, 2019
A. **ENVIRONMENTAL ADVISORY COMMITTEE.**

1. **Description.** This committee advises the Board on the ecologically sound management of the Association’s environmental resources, including its waters, natural areas and wildlife.

2. **Responsibilities.**

   i. Investigate initiatives, issues and Member concerns related to the Association’s—environmental resources and bring concerns to the Board as appropriate.

   ii. Develop and evaluate management strategies for the protection, enhancement, and use of environmental resources, and recommend modifications to the Board of Directors and the Chief Executive Officer (CEO), as necessary and appropriate.

   iii. Work to develop initiatives to optimize Members’ understanding of and participation in the sustainable care of the Association’s land and facilities

   iv. Develop recommendations and initiatives that encourage Members to apply environmental stewardship practices on cluster/condo common land and homeowner property.

B. **PARKS & RECREATION ADVISORY COMMITTEE.**

1. **Description.** This committee advises the Board of Directors on: a) the sound management and development of facilities and amenities for Association members; b) the delivery of Association sponsored or co-sponsored recreation/leisure activities and services; and c) prioritizing funding for capital improvements and recreation services.

2. **Composition.** This committee is envisioned to be composed of representatives from a broad cross section of recreation user groups, including but not limited to football, baseball, basketball, lacrosse, soccer, tennis, swimming, running, triathlons.

   Responsibilities.

   i. A review and evaluation of Common Area facility levels of service and utilization, and the desirability of adding/converting/modifying or eliminating facilities and services.

   ii. An assessment of park and recreation needs

   iii. Identifying opportunities for funding and/or partnerships to implement facility and program improvements.

   iv. An evaluation of existing programs for the purpose of recommending new programs, changes to existing programs, or the elimination of programs.

   v. In coordination with the Association’s Department of Parks & Recreation, an exploration of initiatives that will optimize Members’ use of Common Area facilities, programs, and services.

   vi. A community engagement initiative designed to involve members in parks and recreation planning and evaluation activities.

   vii. An annual update and prioritization of the Association’s Parks & Recreation Capital Improvements Plan.

C. **55+ ADVISORY COMMITTEE.**
1. **Description.** This committee advises and makes policy recommendations to the Board on how to enhance the general welfare and the wellbeing and quality of life for RA members ages 55 and over.

2. **Responsibilities.**
   i. Advocates on behalf of and for RA members ages 55 and older.
   ii. Reviews and evaluates RA’s Senior programs, activities, facilities, services, and needs recommending modifications on these issues to the Board of Directors and the CEO, as necessary and appropriate.

**Composition.** This committee is envisioned to be composed of RA Members concerned with the wellbeing of Reston’s 55 and older population.

D. **MULTI-MODAL TRANSPORTATION ADVISORY COMMITTEE.**

1. **Description.** This committee advises and makes policy recommendations to the Board of Directors on the development, integration, management, and sustainable use of infrastructure for all modes of transportation within and impacting Reston.

2. **Responsibilities.**
   i. Provide recommendations to the Board of Directors for improvements to, changes to, or funding for multi-modal transportation infrastructure.
   ii. Educate and encourage utilization of mass transit (including intra-Reston Systems), pedestrian, and bicycle systems for transportation and recreation inside and outside of Reston.
   iii. Identify transportation safety concerns and provide recommendations.
   iv. Identify education and community outreach opportunities and activities on multi-modal transportation systems.
   v. Attend and track regulatory and advisory body meetings relevant to all modes of transportation and provide the Board and staff regular updates.

**ATTEST:** Resolution was adopted at a Regular Meeting of the Reston Association’s Board of Directors held on December 14, 2006; and amended on June 28, 2007; December 18, 2008; May 28, 2009; July 29, 2010; September 23, 2010; June 26, 2014; July 31, 2014; December 18, 2014; September 24, 2015; November 16, 2017; January 25, 2018; May 24, 2018; and May 23, 2019.

Assistant Secretary

Committees Resolution 5; Board Advisory Committees
May 23, 2019
WHEREAS, the Board of Directors is responsible for the administration and operation of the Association consistent with the amended provisions of the Reston Documents; and

WHEREAS, Section III.2(a) of the Amended Reston Deed delineates that it is a purpose of the Association to interpret, administer, and enforce the protective covenants and restrictions of this Deed in such a manner as to conserve, protect, and enhance the value of all real property subject to the Deed;

WHEREAS, Section III.2(d) of the Amended Reston Deed delineates that it is a purpose of the Association to promote the peace, health, comfort, safety, and general welfare of the Members;

WHEREAS, Section III.2(e) of the First Amendment to the Deed of Amendment to the Deeds of Dedication of Reston (“Amended Reston Deed”) delineates that it is a purpose of the Association to do any and all lawful things and acts that it, in its discretion, may deem to be for the benefit of the Property and the Owners and inhabitants thereof; and

WHEREAS, Section III.2(f) of the Amended Reston Deed delineates that it is a purpose of the Association to exercise the powers now or hereafter conferred by law on incorporated property owners associations including those powers specified in the Virginia Nonstock Corporation Act and the Property Owners’ Association Act (“POAA”), as may be necessary or desirable to accomplish the purposes of the Association; and

WHEREAS, Section IX.3 of the Amended Bylaws for the Reston Association (“Amended Bylaws”) grants the Board of Directors the right to establish, by resolution, other Committees it deems necessary; and

WHEREAS, the Board of Directors has a need of a Committee to assist the Board of Directors in analyzing development projects and development issues that may impact the Reston Association, its Members and the Protective Covenants & Easements set forth in Article VI of the Amended Reston Deed.

NOW, THEREFORE, BE IT RESOLVED, that the following policy shall govern the establishment and operation of the Reston Planning and Zoning Committee (“P&Z Committee”):

A. PURPOSES

1. The Reston P&Z Committee shall review and advise the Reston Association Board of Directors, the Fairfax County Planning Commissioner, and the Reston Community on planning and zoning issues, including proposed changes in the Master Plan, rezoning,
development plans, and site plans in Reston and surrounding areas of direct interest to the Reston Association.

2. The Reston P&Z Committee shall not have the authority to bind the Reston Association or have the power to interpret, administer, enforce or render decisions involving the provisions of the Amended Reston Deed, including but not limited to, the Design Guidelines or the Use and Maintenance of Property Covenants set forth in the Amended Reston Deed. The Reston P&Z Committee shall only provide non-binding opinions.

3. Upon any application or request for a non-binding opinion, the Reston P&Z Committee shall first provide a written disclaimer to be signed by the applicant that prominently displays the information included in subparagraph (2) above. A copy shall be provided to the Reston Association within seven days of the hearing or consultation.

4. The Reston P&Z Committee is not a Board Committee or an Advisory Committee of the Board, pursuant to Section IX.1 or Section IX.2 of the Amended Bylaws, respectively.

B. COMPOSITION

1. The Reston P&Z Committee shall consist of fifteen members. The terms of members and the requirements for reappointment shall be determined by the Reston P&Z Committee.

2. The Reston Association recognizes that the Reston P&Z Committee formerly existed as the Reston Citizens Association Planning & Zoning Committee. The existing members of the Reston Citizens Association Planning & Zoning Committee may nominate members to the newly created Reston P&Z Committee, which shall be approved by the Board. Approval shall not be unreasonably withheld. Thereafter, members of the Reston P&Z Committee may be appointed or removed by a majority of the members of the Reston P&Z Committee at a meeting in which there is quorum.

3. The provisions of Section V.12 (Conflict of Interest) of the Reston Bylaws shall apply to members of the Reston P&Z Committee.

C. NOTICE OF MEETINGS. The dates, times and places of all meetings of the Reston P&Z Committee shall be furnished to the Reston Association for publication as mutually agreed by the parties.

D. OPERATION

1. The Reston P&Z Committee shall comply with the Reston Documents, all applicable rules and resolutions of the Reston Association, the Virginia Nonstock Corporation Act and the Virginia Property Owners’ Association Act, as applicable.

2. In particular, meetings shall be conducted pursuant to Section 55-510.1 of the Code of Virginia as they pertain to committees and subcommittees of the Board and Sections 13-1-864 through 13.1-868, which also govern meetings, action without meetings,
notice and waiver of notice, and quorum and voting requirements of the Board of Directors.

E. ADMINISTRATIVE SUPPORT

1. Reston Association will provide the Reston P&Z Committee with a standard office filing cabinet. Filing and archiving of minutes, correspondence, project files including “blue line” plan, will be the responsibility of the Reston P&Z Committee.

2. Reston Association will also provide meeting room space for the committee to conduct its business.

F. DISSOLUTION. The Reston P&Z Committee serves at the pleasure of the Board of Directors and may be dissolved, with or without cause, at any time upon the majority vote of the Board of Directors at a meeting in which there is quorum.

ATTEST: Resolution was adopted at a Regular Meeting of the Reston Association’s Board of Directors held on December 14, 2006.

Cate L. Fulkerson
Assistant Secretary
WHEREAS, the Board of Directors is responsible for the administration and operation of the Association consistent with the amended provisions of the Reston Documents; and

WHEREAS, Section III.2(c) of the First Amendment to the Deed of Amendment to the Deeds of Dedication of Reston (“Amended Reston Deed”) delineates that it is a purpose of the Association to do any and all lawful things and acts that it, in its discretion, may deem to be for the benefit of the Property and the Owners and inhabitants thereof; and

WHEREAS, Section III.2(f) of the Amended Reston Deed delineates that it is a purpose of the Association to exercise the powers now or hereafter conferred by law on incorporated property owners associations including those powers specified in the Virginia Nonstock Corporation Act and the Property Owners’ Association Act (“POAA”), as may be necessary or desirable to accomplish the purposes of the Association; and

WHEREAS, Section IX.2 of the Amended Bylaws for the Reston Association (“Amended Bylaws”) grants the Board of Directors the right to establish, by resolution, Advisory Committees comprised of Members to give advice on Association matters and to perform such duties as may be requested by the Board of Directors; and

WHEREAS, Section IX.2 of the Amended Bylaws stipulated that Advisory Committees shall exist for a term of one year from the Annual Meeting of the Board of Directors and may be renewed at the discretion of the Board of Directors.

NOW, THEREFORE, BE IT RESOLVED, that each December the Board of Directors shall, upon recommendations made by the Board Operations Committee, by majority vote, determine whether to terminate, continue, or add new Committees to the then current Advisory Committee Structure.

ATTEST: Resolution was adopted at a Regular Meeting of the Reston Association’s Board of Directors held on December 14, 2006.

Cate L. Fulkerson
Assistant Secretary