

**AUTUMN CHASE HUNT
HOMEOWNERS ASSOCIATION**

RESOLUTION NO. 08-2015, 2

Covenants Committee Charter

WHEREAS, Section 4.1 of the Bylaws for Autumn Chase Hunt Homeowners Association ("Bylaws") provide that the Autumn Chase Hunt Homeowners Association ("Association") Board of Directors ("Board") shall have all of the powers and duties necessary for the administration of the affairs of the Association and may do all such acts and things as are not required by the Virginia Property Owners' Association Act ("Act") or the Association governing documents ("Association Documents") to be exercised and done by the Owners;

WHEREAS, Section 4.1(4) of the Bylaws gives the Board the authority to adopt and amend any reasonable Rules and Regulations not inconsistent with the Association Documents;

WHEREAS, Section 9.1(a) of the Declaration provides that the Board shall establish a Covenants Committee, consisting of at least three persons appointed by the Board, each to serve a term of from one to three years as may be determined by the Board;

WHEREAS, Section 9.1(a) of the Declaration provides that the Covenants Committee shall assure that the Property shall always be maintained in a manner: (a) providing for visual harmony and soundness of repair; (b) avoiding activities deleterious to the aesthetic or property values of the Property; and (c) promoting the general welfare and safety of the Owners, such Owner's tenants and such Owners' (or tenants') household, guests, employees, agents and invitees;

WHEREAS, Section 9.1(b)(1) of the Declaration provides that the Covenants Committee shall regulate the external design, signage, appearance, use and upkeep of the Property;

WHEREAS, Section 9.1(b)(2) of the Declaration provides that the Covenants Committee may from time to time establish requirements regarding the form and content of plans and specifications to be submitted for approval;

WHEREAS, Section 9.1(b)(2) further provides that the Covenants Committee shall have the power to impose reasonable application fees as well as the costs of reports, analyses or consultations required in connection with improvements or charges proposed by an Owner;

WHEREAS, Section 9.1(b)(3) of the Declaration provides that the Covenants Committee shall have the power to impose reasonable charges upon, and issue a cease and desist request to, an Owner, such Owner's tenant and such Owner's (or tenant's) household members, guests, employees, agents or invitees whose actions are inconsistent with the provisions of the Association Documents or the Rules and Regulations;

WHEREAS, Section 9.1(b)(4) of the Declaration provides that the Covenants Committee shall from time to time provide interpretations of the Association Documents when requested to do so by an Owner or the Board;

WHEREAS, Section 9.1(b)(5) the Covenants Committee shall propose Design Guidelines for approval by the Board;

WHEREAS, Section 9.1(c) of the Declaration provides that the Covenants Committee shall have such additional duties, powers and authority as the Board may from time to time provide by resolution;

WHEREAS, Section 9.4(a)(1) of the Declaration provides that no Person shall make any addition, alteration, improvement or change of grade in or to any Lot (other than for ordinary and routine repairs and maintenance and not including areas within a building visible from the exterior only because of the transparency of glass doors, walls or windows), without prior written approval of the Covenants Committee;

WHEREAS, Section 9.4(a)(1) of the Declaration further provides that no Person shall paint, affix a sign not permitted by the Rules and Regulations to or alter the exterior of any improvement, including the doors and windows, without the prior written approval of the Covenants Committee;

WHEREAS, Section 12.1(h) of the Declaration provides that the Board or Covenants Committee, as appropriate, shall have the power to impose charges and to suspend the right to vote in the Association and the right to use the Recreational Facilities, other Common Area or other rights in the case of an Owner found to be responsible for a violation of the Association Documents or the Rules and Regulations;

WHEREAS, Section 55-510.1.A of the Act provides that all meetings of the Board, including any subcommittee thereof, shall be open to all members of record;

WHEREAS, Section 55-510.1.A of the Act provides that the Board shall not use work sessions or other informal gatherings of the Board to circumvent open meeting requirements; and

WHEREAS, the Board deems it desirable and in the best interest of the Association to establish a Covenants Committee and establish guidelines for the operation of such a committee.

NOW, THEREFORE, BE IT RESOLVED THAT the Board adopts the following procedures for the creation and operation of the Covenants Committee.

1. **PURPOSE.** The Covenants Committee shall function to assure the Property shall be maintained in a manner:

A. Providing for visual harmony and soundness of repair;

- B. Avoiding activities deleterious to the esthetic or property values of the Property;
- C. Furthering the comfort of the Owners, their guests and tenants; and
- D. Promoting the general welfare and safety of Autumn Chase Hunt.

2. **DUTIES, POWERS AND AUTHORITY.** The duties, powers and authority of the Covenants Committee are limited to those enumerated below and the Covenants Committee is hereby relieved of its duties, powers or authority not expressly provided for herein.

- A. The Covenants Committee shall regulate the external design, appearance, use and maintenance of the common area.
- B. The Covenants Committee shall also have the power to:
 - 1. Impose reasonable application fees as well as the costs of reports, analyses, or consultations required in connection with improvements or changes proposed by a lot owner;
 - 2. Impose reasonable fines upon, pursuant to Section 12.1(h) of the Declaration, and issue a cease and desist request to, an Owner, his guests, invitees, or lessees whose actions are inconsistent with the provisions of the Act, the governing documents, the Rules and Regulations or resolutions of the Board (upon petition of any Owner or upon its own motion) as provided in adopted Due Process Procedures; and
 - 3. Provide, as required from time to time, interpretations of the Association Documents, Rules and Regulations and resolutions pursuant to the intents, provisions and qualifications thereof when requested to do so by an Owner or the Board.
- C. The Covenants Committee shall have such additional duties, power and authority as the Board may from time to time provide by resolution.

3. **MEMBERSHIP.**

- A. The Covenants Committee shall consist of three members appointed by the Board.
- B. Members of the Covenants Committee must be Owners or residents of Autumn Chase Hunt.
- C. All Covenants Committee members will serve a term of from one to three years as may be determined by the Board.

- D. Only Owners in good standing may become a member of the Covenants Committee. For the purpose of this Charter, an Owner is in good standing if the Owner is current in paying assessments and the Owner's Lot is in compliance with the governing documents and Rules and Regulations adopted by the Board.

4. **APPOINTMENT OF COMMITTEE MEMBERS.**

- A. The Board shall appoint a Covenants Committee Chair. The Chair shall serve as the presiding officer over all Covenants Committee meetings.
- B. The Board may appoint the two additional Covenants Committee members, or, in the alternative, the Chair may appoint the two additional Committee members.
- C. The Board shall determine the length of term of Covenants Committee members, which shall not be less than one year and not more than three years.
- D. The Chair shall select one Covenants Committee member to record minutes of all Covenants Committee meetings and maintain written documentation of Covenants Committee decisions and activities. Copies of minutes shall be provided to the Management Agent.

5. **FUNCTIONS OF COVENANTS COMMITTEE CHAIR.**

- A. Functions of the Covenants Committee Chair include the following:
 - 1. Coordinating and supervising the Covenants Committee activities and meetings to assure that Covenants Committee responsibilities are met.
 - 2. Preparing Covenants Committee reports for submission to the Board.
 - 3. At least quarterly, attending Association Board meetings.
- B. Reporting and Channels of Communication.
 - 1. The Covenants Committee shall, through the Committee Chair, submit to the Board written reports on a regular basis.
 - 2. The Covenants Committee Secretary shall prepare and submit, through the Chair, to the Board, the minutes of all Committee meetings. Meeting minutes may be published on the Association Website.

6. **MEETINGS.** Regular meetings of the Covenants Committee shall be held at dates and times determined by the Covenants Committee Chair. Special meetings may be called if needed. All meetings shall be held in accordance with provisions of the Act.

7. **INDEMNIFICATION AND INSURANCE.** Covenants Committee members shall be indemnified as provided in Section 8.3(b) of the Bylaws and covered, to the extent possible, by the Association Directors and Officers Liability Insurance policy.

8. **STANDARDS OF CONDUCT.** The following standards of conduct exist for each member of the Covenants Committee:

- A. The duty to act in accordance with good faith judgment and in the best interest of the Association.
- B. The duty of undivided loyalty to the Association.
- C. The duty to avoid conflicts of interest in a transaction with the Association in which a Covenants Committee member has a direct or indirect personal interest.
- D. The duty to maintain the confidences and confidential information of the Association in accordance with this and other policies adopted by the Board and consistent with requirements of applicable law.
- E. Unless the Covenants Committee member has knowledge or information concerning the matter that makes reliance unwarranted, a Covenants Committee member may rely on information, opinions, reports, statements, if prepared or presented by:
 - 1. An officer or employee of the Association whom the Covenants Committee member believes, in good faith, to be reliable and competent on matters presented; or
 - 2. Legal counsel, public accountants, or other persons as to matters the Covenants Committee member believes, in good faith, are within the person's professional or expert competence.
- F. The duty to comply with the requirements of the Act and relevant provisions of the Bylaws with respect to Covenants Committee meetings.
- G. The duty to preserve the confidential nature of matters considered in closed executive session, or otherwise, by refraining from discussion of those matters outside that forum.

9. **CONFIDENTIALITY.**

- A. Each member of Covenants Committee has a duty to maintain all information presented, obtained and discussed in executive session in confidence.
- B. Matters discussed in executive session shall not be discussed outside of the "control group" which shall consist of the members of the Board, members of the Covenants Committee, management, staff and Association legal counsel. Confidential information discussed in executive session shall be disclosed only to management or staff members who have an actual need for such information in the performance of their responsibilities. The Board reserves the right to modify the designation of the members of the control group as appropriate.
- C. All members of Covenants Committee shall consult with Association legal counsel before making any disclosure of information that may be covered by this Resolution.
- D. All confidential information is and shall remain the property of the Association and the Association shall possess all right, title and interest therein. Any and all information, documentation, records and devices that contain confidential information shall be held in strict confidence and upon the expiration of the term of each member of the Committee, that member shall return to the Association all confidential information in the possession of the member.

AUTUMN CHASE HUNT HOMEOWNERS ASSOCIATION

RESOLUTIONS ACTION RECORDED

Resolution Number: 08-2015.2

Resolution Type: Policy

Pertaining to: Covenants Committee Charter

Duly adopted at a meeting of the Board of Directors held 8/20/2015.

Motion by: Mark Camperini Seconded by: Holly Smith

VOTE:

YES

NO

ABSTAIN

ABSENT

Director

✓

Director

2

Director

X

Director

✓

Director

✓

ATTEST:

Jordan Wilcox (signed above)
Secretary

8/20/2015
Date

FILE:

Sent to community 8/28/15

Resolution effective: 8/28/15, 2015.

#111992