

WATERS LANDING ASSOCIATION, INC.
MEETING POLICIES AND PROCEDURES RESOLUTION

WHEREAS, Article V, Section 3 of the Bylaws of the Waters Landing Association, Inc. (the “Association”) empowers the Board of Directors (“Board”) to establish rules and regulations to govern the operation of the Association including and not limited to prescribing and upholding processes, procedures, and guidelines that will further facilitate the organization and conducting of Association meetings; and,

NOW THEREFORE, BE IT RESOLVED that the Board hereby adopts a Meeting Policies and Procedures Resolution which shall provide a process by which Waters Landing Association may employ standards for holding and conducting their official meetings.

Board of Director Meetings Policies & Procedures

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WLA Meeting Policies and Procedures

References

- a) Maryland Homeowners Association Act – Meetings: Section 11B-111
- b) By-Laws of Waters Landing Association, Inc., Article IV – Meeting of Members
- c) By-Laws of Waters Landing Association, Inc., Article V – Directors
- d) Declaration of Covenants, Waters Landing Association, Article VII - AERC

Purpose

This document outlines policies and procedures for conducting and operating each of the various meetings held for the Waters Landing Homeowners Association (WLA). To hold effective meetings, rules must be established for the organization and conduct of such meetings.

Rules of Order

All Waters Landing Association meetings are held for the operation of board or committee business and will generally follow Roberts Rules of Order. While most of these are open to community members, they are for observation only and not for interactive participation. All open meeting agendas shall designate a reasonable amount of time for comments or questions from residents and owners; however the meeting chair may set time limits that an individual may speak. During a meeting where the agenda is limited to specific topics, comments may be limited to the topics listed on the meeting agenda. The meeting chair may use discretion in allowing individuals to participate during other agenda items, if necessary.

Since membership of the Board of Directors, its Committees, and participants are all community members, all are reminded to treat each other with civility and respect. Language shall remain professional and respectful. It is not acceptable to raise voices or interrupt others that are speaking. Differences of opinion will exist and should be expressed in a clear and professional manner. Personal attacks against board/committee members, office staff, or other owners/residents are strictly prohibited. Anyone being disrespectful by demonstrating any of these behaviors will be provided a warning. If the behavior continues, they will be directed to leave.

Meeting Formats

All association business is to be conducted during scheduled board meetings. In accordance with Ref (a), a "meeting" is any gathering of the board of directors or a board authorized committee where a quorum is present. Quorum is a majority of the elected or appointed members, excluding vacancies, and quorum must be present for the proceedings of that meeting to be valid. The purpose of a meeting is for the board or committee to gather and discuss important topics for the association and to make decisions, to vote on topics, and to take action. While it is difficult to handle all of association business during the course of a monthly board meeting, the board/committee should avoid conducting business via email exchanges between a quorum of Board or Committee members. Per Ref (c) section 14, the Board may take action outside of a meeting as long as all board members provide written consent. There are many different meetings required in order to conduct the business of the association.

- Open Meetings – A majority of Association meetings shall be open to the community so that resident members of Waters Landing Association can oversee and maintain confidence that their elected board

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members and appointed committees are acting responsibly and prudently. Maryland law generally states that all association meetings should be open to its members, except in certain specific circumstances.

- Closed Meetings – Sometimes referred to as an “Executive Session” is defined as a meeting which general community residents cannot attend. Matters discussed in a closed session may not be discussed outside of the meeting. These may only be held for the following reasons:
 - a. Matters pertaining to employees/personnel
 - b. Discussion of an individual resident’s assessment account
 - c. Hearings with a resident to discover facts surrounding a complaint, dispute, or violation
 - d. Protection of privacy/reputation of individuals in matters not of Association business
 - e. Consultation with staff, legal counsel, consultants on litigation or other legal matters
 - f. Complying with constitutional/judicially imposed requirement protecting details from public view
 - g. Investigative proceedings concerning criminal misconduct
 - h. Consideration of negotiating a business transaction if disclosure could adversely affect the economic interests of Waters Landing Association

Any association meeting may be held in a variety of formats.

- In-Person – Meetings held at a nearby physical location to allow participants the ability to interact
 - Typically held at the community center, but any nearby location accessible to all is acceptable
- Virtual – Allows participants to share information without being physically located together
 - Utilizing teleconferencing capability (video, audio, and other data transmission systems) to connect all participants
- Hybrid – A combination of having some participants meet in person while others are remote
 - More complicated as it must ensure that all required participants are able to be engaged

Meeting Types

There are many different meetings required in order to conduct the business of the association. In accordance with Ref (a), all members of the homeowners association shall be given reasonable notice of all regularly scheduled open meetings of the association. Meeting notices shall be posted on the association website to include the date, time, location, and format. Agendas shall also be posted so that resident members may be aware of the topics to be discussed at the scheduled meeting. While there may be others, the most typical meetings convened for the association’s work activity are the following:

- a. **Regular Board Meeting** – Directed by Ref (c), Section 10 – **Open Meeting**
 - a. **Purpose** – To run the regular business of the board, typically monthly, at least 2 per year
 - b. **Notice** – To include purpose, time, place, and format
 - i. At least 6 calendar days prior to the meeting
 - ii. Posted on the Association website
 - c. **Meeting Minutes** – Captured and approved at the following regular meeting
- b. **Special Meeting** – Directed by Ref (c), Section 11 – **Open or Closed Meeting**
 - a. **Purpose** – These are typically called for a variety of reasons in order to deal with a specific issue
 - i. **Working Session (Open Meeting)** – To work through important issues in the community
 - ii. **Appeal Hearing (Open Meeting)** – To resolve an issue regarding an AERC decision. In accordance with Ref (d) Section 4, Appeal Hearings are provided to any resident member of the Waters Landing community who have been directly aggrieved and seek a remedy from the Board, by submitting an appeal in writing.
 - iii. **Member Hearing (Closed Meeting)** – To resolve an issue regarding an owner account
 - iv. **Executive Session (Closed Meeting)** – To discuss private association issues (see above)

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- v. **Due Process Hearing (Closed Meeting)** – For a community member to resolve a disciplinary, assessment account, or other issue
- b. **Notice** – To include purpose, time, place, and format
 - i. At least 3 calendar days prior to the meeting, providing sufficient time for required attendees to be able to participate
 - ii. Posted on the Association Website
 - 1. Due Process Hearing only provided to required participants
- c. **Meeting Minutes** – Not captured, only documenting outcomes/required actions
- c. **Committee Meeting** – directed by Ref (d) – **Open Meeting**
 - a. **Purpose** – To run the regular business of the committee, as directed by the board, typically monthly
 - b. **Notice** – To include purpose, time, place, and format
 - i. At least 6 days prior to the meeting
 - ii. Posted on the Association Website
 - c. **Meeting Minutes** – Captured and Approved at the following regular meeting
- d. **Annual or Special Member Meeting** – directed by Ref (b) – **Open Meeting**
 - a. **Purpose** – To elect the Board of Directors and to transact other business as needed by the members
 - i. Quorum – At least 51% of members (present or by proxy) are required to conduct business. Without quorum, members may adjourn the meeting to at least 2 days later
 - b. **Notice** – To include purpose, time, place, and format
 - i. At least 10 calendar days but no more than 90 calendar days prior to the first meeting
 - ii. Any second meeting to be provided as soon as it is scheduled
 - iii. Mailed out to each member
 - c. **Meeting Minutes** – Captured and Approved at the following regular meeting
- e. **Organization Meeting** – directed by Ref (c), Section 9 – **Open Meeting**
 - a. **Purpose** – The first meeting of a newly elected Board of Directors shall be held within ten (10) calendar days of election at such place as shall be fixed by the Directors at the meeting at which such Directors were elected
 - b. **Notice** – To include purpose, time, place, and format
 - i. No notice shall be necessary to the newly elected Directors in order legally to constitute such meeting provided a majority of the whole Board of Directors shall be present at such first meeting
 - c. **Meeting Minutes** – Not captured, only documenting outcomes/required actions

Meeting Agendas

The meeting chair is responsible for developing the agenda for any given meeting, with input from the board or associated committee in accordance with Appendices A and B. Agendas should be finalized 3 calendar days prior to the meeting to allow for the production and distribution of the appropriate materials to all required participants. All board/committee attendees should read through the material and come prepared to the meeting in order to discuss the issues and be able to vote or take action on any of the topics at the meeting.

Meeting Voting

Voting at any given meeting shall be by majority rule. For any meeting where quorum is present, all voting members have one vote each. Per Ref (c), section 13, a vote by a majority of the members

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present is upheld. In accordance with Robert's Rules of Order, the Chair of the Board or any Committee may vote on any motion proceeding and is not limited to tie-breaking. Votes cannot be changed after the meeting is adjourned.

Meeting Minutes

Waters Landing Association shall capture meeting minutes for all regular board meetings and make them available to resident community members in accordance with Appendices C and D. Other meetings shall produce meeting minutes as required. The meeting chair may direct the recording of the meeting for purposes of developing the meeting minutes, but recordings shall be discarded when the minutes are complete. Meeting recordings will not be made available to the community. It is strictly prohibited by state law for community members to record meeting proceedings.

Revision History

Date	Revision	Description	Owner	Author
25 July 2024	-	Initial Release (DRAFT)	WLA BoD	G. Green

Appendix A – Association Meeting Agenda

Description

The Board/Committee chair is to determine the meeting topics based on the input from the officers and other members of the board/committee. For regular board meetings, the Managing Agent shall collect a number of issues to be addressed and propose them to be considered for the upcoming meeting.

Procedures

1. Managing Agent to prepare agenda and provide 10 days prior to upcoming meeting (board only)
2. President to collect inputs from other board/committee members by the following day
3. President to incorporate any changes and provide updated Agenda to Managing Agent
4. Managing Agent shall post final Agenda to WLA website 7 days prior to the meeting
5. Managing Agent shall prepare and provide Management Reports to the board at least 3 days before the meeting

Content

- Call to Order
- Roll call of board/committee members
- Review/Approval of preceding meeting minutes, if any
- Reports of officers, if any
- Reports of committees, if any
- Unfinished business
- New business
- Open Forum for community input
- Adjournment

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Appendix B – Agenda Template

Agendas for regular Board Meetings shall follow the template below to include all the sections identified. Special Meetings should be modified to include the topics relevant to that meeting.

Waters Landing Association
Monthly Board of Director’s Meeting
XX Month 2024, X:00 PM
Germantown, MD 20874
Web Conference Meeting Connection Information
Phone Dial-In Information

Open Session Agenda

- A. Call to order/verification of quorum
- B. Review and Approval of meeting minutes
- C. Officer/Committee Reports
 - a. Committee 1
 - b. Committee 2
- D. Review of Open Action Items
- E. Management Report
 - a. Regular Topic 1
 - b. Regular Topic 2
 - c. Special Topic 1
 - d. Special Topic 2
- F. Old/Unfinished Business
 - a. Existing Topic to be closed out 1
 - b. Existing Topic to be closed out 2
 - c. Existing Topic with further progress 1
 - d. Existing Topic with further progress 2
- G. New Business
 - a. New Topic 1
 - b. New Topic 2
- H. Open Forum
- I. Review of New Action Items
- J. Confirm Next Board Meeting
- K. Adjournment
- L. Executive Session

Appendix C – Association Meeting Minutes

Description

The Waters Landing Association holds a monthly Board of Directors Meeting to conduct the business of the association. Minutes are to be captured to identify all decisions and actions taken by the Board of Directors or their Managing Agent. This policy will define all the policies and procedures involved in preparing and issuing these meeting minutes. This may also apply to any Board directed Committees for the association.

Background

- Association Bylaws, Article VI, Section 6
 - The Secretary shall keep or cause to be kept the minutes of all meetings of the Board of Directors and the minutes of all of the meetings of the members of the Association.

Responsibilities

- a. Managing Agent – Record meeting (if applicable) and coordinate the passing of the minutes
- b. Secretary – Develop, update, and coordinate the finalization of the minutes
- c. Board – Provide input/corrections, approve minutes
- d. Transcriber – Create first draft of minutes from recording of meeting (if applicable)

Procedures

1. Minutes shall be captured for any meetings that require them by the appropriate designee
 - a. In-person meetings – Secretary is to capture the details of the meeting
 - b. Web-conference meetings – Managing Agent is to record the meeting and provide to the Transcriber within 1 business day of the held meeting
2. Appropriate Designee shall prepare the draft minutes utilizing the Association’s “Minute Template” within 10 business days of held meeting
 - a. In-person meetings – Secretary is to convert meeting notes to draft minutes
 - b. Web-conference meetings – Transcriber shall prepare the draft minutes from the recording and provide the first draft to the secretary
3. Secretary shall review the draft minutes, make any updates, and provide the draft minutes to the board members for review within 5 business days
4. Board shall provide inputs/corrections to the draft minutes to Secretary within 3 business days
5. Secretary shall incorporate final changes and provide final minutes to the Managing Agent no later than 1 week prior to the next Board Meeting
6. Office shall include final minutes in the Board Management Report for the next board Meeting
7. Board shall approve preceding month’s minutes during the following Monthly Board Meeting
 - a. If inputs are provided, the Office shall incorporate the changes within 1 business Day
8. Office will post the Approved minutes to the WLA Website within 1 day of held meeting

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Content

All minutes produced for the Waters Landing Association shall follow the template designated by the board. Minutes are important because they are the only surviving record of what was done and not a transcript of the proceedings. It is for members to look back at a meeting and determine actions taken, agreements made, wording of any new rules approved and accepted by the association.

Meeting Minutes shall have standard characteristics. All WLA meeting minutes shall:

- a. Capture what was done in the meeting, not what was said
 - a. They should be concise and summarize major points of what happened at the meeting
 - b. Personal observations, opinions should not be included
- b. Contain sufficient, but not unnecessary detail
 - a. It should identify enough information to understand what was discussed without documenting every statement or argument
 - b. they should not be a line-by-line transcript of statements by individuals
- c. Utilize plain English and simple statements for easy comprehension
 - a. Organize by meaningful headings to help distinguish each topic, following the agenda
 - b. Organize each subject with separate sections/paragraphs
- d. Leave full reports out of the minutes and ensure they are captured/recorded by the office
 - a. Minutes may identify "The X Report was received and placed on file"

All Association Meeting Minutes shall include the following content:

- a. All Motions in their final wording
 - a. It may be worth noting any adjustments made to the wording and justifications as why it needed to be modified, if valuable
- b. Identify the person making the motion
 - a. Also identify the participant that seconded the motion
- c. The disposition of the motion
 - a. If not approved, identify any further actions, if any
 - b. Identify if second motions are required with additional investigation is needed
- d. Information about the vote
 - a. Record the name of each voting member and their disposition, including if they abstain

Appendix D – Meeting Minute Template

**Water Landing Board Association
Minutes for the Board of Directors Meeting
Thursday, 18 April 2024, 7:00
Held by Web Teleconference using Zoom**

Attendance (Board):

President – Gavin Green
Vice President – Lee Callicutt
Treasurer – Anna Varnavas
Secretary – Karen Kizer
Assistant Treasurer – Mark Sagarin
At Large – Andy Williford

Attendance (Managing Agent):

General Manager – Don Perper
Assistant General Manager – Luisa Chavez
Resident Services Coordinator – Branden Jenkins

I. Call to Order & Verification of Quorum

The Board of Directors of the Waters Landing Association convened a meeting on Thursday, 18 April 2024. The meeting was convened in person using Zoom technology for minutes. With a quorum of the Board of Directors verified, the meeting was called to order at 7:02 p.m.

II. Review and Approval of Meeting Minutes

MOTION: Mr. Green moved to approve the April 18, 2024 Board of Directors Meeting minutes as presented. Mr. Callicutt seconded. The motion carried unanimously.

III. Officer Committee Reports

- A. Architectural & Environmental Review Committee (AERC): John Pesci reported the following information:
 - a. Separate report included on Association Website
- B. Electric Vehicle (EV) Charging Committee: Mr. Green reported the Board of Directors approved the Electric Vehicle Charging Policy, letter, and indemnification documentation.

ACTION: Management will remain abreast of grants that are available from Montgomery County and the State of Maryland. A Charter needs to be completed for this committee as they go into Phase 2.

IV. Management Report

- A. Architectural & Environmental Review Committee (AERC): John Pesci reported the following information:

Etc.