

**THE GROVE AT HUNTLEY MEADOWS
HOMEOWNERS ASSOCIATION, INC.**

ADMINISTRATIVE RESOLUTION NO. 2009-02

(Covenants Committee Charter)

WHEREAS, The Grove at Huntley Meadows Homeowners Association, Inc. (“Association”) is a Virginia non-stock corporation and subject to the provisions of the Virginia Non-stock Corporation Act; and,

WHEREAS, Article VII, Section 1(c) of the Bylaws of The Grove at Huntley Meadows Homeowners Association, Inc. (“Bylaws”) provides that the Board of Directors shall have all powers and duties necessary for the administration of the affairs of the Association and do all such acts and things which are not reserved and required to be exercised by the members of the Association; and,

WHEREAS, Article X of the Bylaws provides that the Board of Directors shall appoint such committees as deemed appropriate in carrying out the Board’s purpose; and,

WHEREAS, the Board of Directors desires to create a standing committee of homeowners to inspect violations of the Declaration, Bylaws and rules and regulations (collectively referred to as the “Governing Documents”) and to provide recommendations regarding the enforcement of the Governing Documents.

NOW THEREFORE, BE IT RESOLVED that a standing Covenants Committee (“CC”) shall be established and shall operate according to the following guidelines:

I. RESPONSIBILITIES

- A. Assist and support management in the inspection of lots within the community for compliance with the Association’s Governing Documents, including the Association’s Design Guidelines and Rules and Regulations, at least once per fiscal year.
- B. Report alleged non-compliance with the Governing Documents to the Management Agent.
- C. Assist Management Agent in investigating reports from residents or management of alleged non-compliance with the Governing Documents.
- D. Make enforcement recommendations to the Board of Directors regarding any covenant enforcement matter that requires a hearing before the Board of Directors.
- E. Perform such other duties as assigned by the Board of Directors.

II. AUTHORITY

The Board of Directors hereby delegates the following authority to the CC, in order to perform duties and responsibilities as assigned:

- A. Inspect the community annually or more frequently as directed by the Board of Directors to confirm individual owners' compliance with the Governing Documents, including the Association's Design Guidelines.
- B. Prepare reports to the Management Agent and the Board of Directors regarding non-compliant lots. Such reports shall include a recommended plan of action that the Board, at its discretion, may vote to follow.
- C. The CC shall have the power to make recommendations to the Board about pending enforcement actions that are the subject of hearings before the Board of Directors.

III. ELIGIBILITY

- A. Covenants Committee candidates and members shall be property owners in "Good Standing." "Good Standing" shall be defined as the absence of any liens, privilege suspensions, assessment delinquencies, uncorrected architectural or covenants violations, or legal action enacted against the owner by Association.
- B. There shall not be more than one member of a household serving on the CC at the same time.

IV. NUMBER OF MEMBERS & LENGTH OF TERM

- A. Initially, the Board of Directors shall appoint five (5) members to the CC. The Committee shall not operate with less than three (3) members.
- B. The initial terms of the CC members shall be as follows: three (3) of the initial committee members shall be appointed to two-year terms. Two (2) of the initial committee members shall be appointed to one-year terms. At the expiration of the initial terms of each respective committee member, successors shall be appointed to two-year terms.
- C. The Board of Directors shall appoint one CC member to serve as chairperson, whose term shall be one-year.
- D. The Board of Directors may appoint one director to serve as liaison to the CC, who may participate at CC meetings.

V. APPOINTMENT & REMOVAL

- A. After the initial CC is appointed, all subsequent members of the CC shall be appointed by the Board at the first regular Board Meeting following the Association's Annual Meeting.
- B. The Board may recruit candidates to serve on the CC through newsletters, announcements at the Annual Meeting or by any other means deemed appropriate by the Board.
- C. Owners interested in being appointed must submit their request for appointment, in writing, to the Management Agent.
- D. Once the Management Agent determines that a lot owner is eligible to be appointed, the Management Agent shall forward a copy of the written request to the CC Chair.
- E. The CC may make recommendations to the Board on the appointment of eligible CC members.
- F. Following receipt of the CC's recommendation, the Board shall, in its sole discretion, appoint persons to serve on the CC to fill any existing vacancy. Any person appointed to the CC to fill a vacancy created by the removal or resignation of a CC member shall serve the remainder of the predecessor member's term.
- G. If the Chair believes that an eligible lot owner who has requested appointment should not be appointed or that a sitting CC member should be removed for reasons other than failure to attend three (3) consecutive meetings without the prior knowledge and approval of the Chair, then the CC Chair shall submit the matter for consideration by the Board of Directors at its next regularly scheduled meeting.
- H. Notwithstanding anything to the contrary herein, the Board of Directors reserves the right, in its sole discretion, to appoint or remove Committee members, including the Chair, with or without cause.

VI. MEETINGS

- A. The CC shall meet on a monthly basis. The CC shall publish an annual calendar of meetings. All CC meetings shall be open to all owners. The CC may convene into executive session in order to discuss a case prior to rendering a decision on any enforcement recommendation to the Board or to discuss any other alleged violation of the Governing Documents. The CC shall reserve a time period at its meetings to allow input from the any non-committee members present at the meeting.

- B. Following receipt of the CC's recommendation for any covenant enforcement hearing, the Board shall, in its sole discretion, hear and rule on any violation hearing.
- C. The Chair may call special meetings of the CC upon five (5) business days notice if that notice is provided to the CC members stating the purpose of the meeting. Advanced notice of a special meeting is deemed waived if consented to by all members of the CC or if a quorum of members of the CC are present at such special meeting.
- D. A quorum of members must be present in order to convene a meeting or conduct business. A quorum shall be present if the majority of the Committee members are present at any regularly scheduled or special Committee meeting.

If the Committee is unable to convene a meeting due to lack of a quorum, the Committee Chair may do one of the following:

- 1. Reschedule the meeting provided that a minimum of five (5) business days notice can be provided to Committee members;
 - 2. Adjourn the meeting to the next regularly scheduled meeting.
- E. The vote of a majority of CC members present at a meeting with a quorum present shall constitute the decision of the CC. All voting shall be conducted in open session.
 - F. The CC members shall elect a secretary to record the meeting minutes. Minutes shall be taken at every meeting. Minutes shall show attendance, issues raised, any decisions made by the CC, and the purpose and time that the CC entered and ended any executive session discussion.
 - G. Minutes shall be forwarded to the Management Agent for inclusion in the monthly report to the Board of Directors. Approved meeting minutes will be kept on file for review by lot owners.
 - H. One copy of any materials provided to the CC members attending any meeting (excluding any executive session materials) shall be made available for review by those owners in attendance at any regularly scheduled CC meeting.

VII. DUTIES OF THE CHAIR

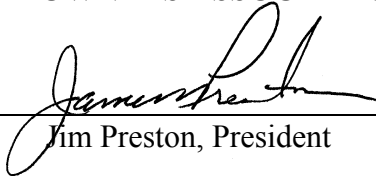
The duties of the Chairperson shall include, but may not be limited to, the following:

- A. Monitor and track and maintain CC membership roster;
- B. Develop the annual meeting calendar;
- C. Prepare meeting agendas;
- D. Preside over meetings;

- E. Provide each CC member an opportunity for input;
- F. Ensure CC members and those attending the meeting are treated fairly and with respect;
- G. Assign CC members tasks as necessary;
- H. Submit meeting minutes to the Board of Directors as stipulated above;
- I. Serve as the liaison to the Board and represent the CC to the Board on any matters;
- J. Ensure CC is performing duties as detailed in this resolution, including all routine and non-routine inspections, and as otherwise may be requested by the Board of Directors.

The effective date of this Resolution shall be the 1st of November, 2009. This resolution shall supersede and replace any other previously adopted Covenants Committee Charter.

**THE GROVE AT HUNTLEY MEADOWS
HOMEOWNERS ASSOCIATION**

By:  _____
Jim Preston, President

CERTIFICATE OF MAILED NOTIFICATION

I hereby certify that a copy of this Resolution was mailed to each Owner of Record at The Grove at Huntley Meadows on this 2nd day of October.

A handwritten signature in black ink, appearing to read "Victoria Garner", written over a horizontal line.

Victoria Garner, CMCA®, AMS®
Community Manager
Cardinal Management Group, Inc.
Agents for The Grove at Huntley Meadows