

Discussion Item

Covenants Committee Term of Reference Update

with the Secretary before the appointed time of the meeting. Such proxy shall be deemed revoked only upon actual receipt by the person presiding over the meeting of notice of revocation from any of the persons owning such Unit. Except with respect to proxies in favor of a Mortgagee, no proxy shall in any event be valid for a period in excess of one hundred and eighty days after the execution thereof.

Section 10. Quorum. Except as otherwise provided in these Bylaws, the presence in person or by proxy of Unit Owners of twenty-five percent or more of the aggregate Percentage Interests shall constitute a quorum at all meetings of the Unit Owners Association.

Section 11. Conduct of Meetings. The President shall preside over all meetings of the Unit Owners Association and the Secretary shall keep the minutes of the meeting and record in a minute book all resolutions adopted at the meeting, as well as a record of all transactions occurring at the meeting. The President may appoint a person to serve as parliamentarian at any meeting of the Unit Owners Association. The then current edition of Robert's Rules of Order shall govern the conduct of all meetings of the Unit Owners Association when not in conflict with the Declaration, these Bylaws or the Condominium Act. All votes shall be tallied by tellers appointed by the President or other officer presiding over the meeting.

ARTICLE III

Board of Directors

Section 1. Number and Qualification. The affairs of the Unit Owners Association shall be governed by a Board of Directors. The Board of Directors shall be composed of nine persons, all of whom shall be Unit Owners or spouses of Unit Owners, Mortgagees (or designees of Mortgagees).

Section 2. Powers and Duties. The Board of Directors shall have all of the powers and duties necessary for the administration of the affairs of the Unit Owners Association and may do all such acts and things as are not by the Condominium Act, the Declaration or by these Bylaws required to be exercised and done by the Unit Owners Association. The Board of Directors shall have the power from time to time to adopt any Rules and Regulations deemed necessary for the benefit and enjoyment of the Condominium; provided, however, that such Rules and Regulations shall not be in conflict with the Condominium Act, the Declaration or these By laws. The Board of Directors shall delegate to one of its members or to a person employed for such purpose the authority to act on behalf of the Board of Directors on such matters relating to the duties of the Managing Agent (as defined in Section 3 of this Article), if any, which may arise between meetings of the Board of Directors as the Board of Directors deems appropriate. In addition to the duties imposed by these Bylaws or by any resolution of the Unit Owners Association that may hereafter be adopted, the Board of Directors shall on behalf of the Unit Owners Association:

(a) Prepare and adopt an annual budget, in which there shall be established the assessments of each Unit Owner for the Common Expenses.

PARKFAIRFAX CONDOMINIUM UNIT OWNERS ASSOCIATION

ADMINISTRATIVE RESOLUTION NUMBER FIVE

COVENANTS COMMITTEE TERMS OF REFERENCE

RELATING TO FUNCTIONS, ORGANIZATION, AND OPERATION

WHEREAS, Article III, Section Two, of the Parkfairfax Condominium Unit Owners Association Bylaws assigns the Board of Directors with " . . . all of the powers and duties necessary for the administration of the affairs of the Unit Owners Association," and further states that the Board of Directors " . . . may do all such acts and things as are not by the Condominium Act, The Declaration or by these Bylaws required to be exercised and done by the Unit Owners Association"; **AND**

WHEREAS, Article III, Section Eighteen of the Parkfairfax Condominium Unit Owners Association Bylaws requires the Board of Directors to establish a Covenants Committee to assist the Board in monitoring and enforcing compliance to the Parkfairfax Condominium Instruments and the Book of Resolutions;

NOW THERE, BE IT RESOLVED THAT a standing Covenants Committee be established, having the following Terms of Reference:

A. RESPONSIBILITY

The primary responsibility of the Covenants Committee is to advise and assist the Board of Directors in monitoring and enforcing compliance by owners and residents with the provisions of the Condominium Instruments and the Book of Resolutions.

In fulfilling its responsibility, the Covenants Committee shall perform functions which include, but are not necessarily limited to, the following:

1. Receive, review and decide on applications from owners for changes or additions to units or common elements, pursuant to Administrative Resolution Number 2.
2. Monitor compliance with and, subject to appeal to the Board of Directors, enforce the provisions of the Condominium Instruments and the Book of Resolutions, in accordance with Policy Resolution Number Four.
3. Perform duties as described in the Bylaws at Article III (Board of Directors), Section 18 (Covenants Committee).

B. MANNER OF ORGANIZATION

1. **MEMBERSHIP:** The Covenants Committee shall consist of up to five (5)

resident owners appointed by the Board of Directors. **The Covenants Committee shall consist of up to five (5) persons, all of whom shall be Unit Owners or spouses of Unit Owners, Mortgagees (or designees of Mortgagees) appointed by the Board of Directors.**

2. **TERMS:** Members shall serve a one year term as provided for in the Bylaws. To retain as much continuity as possible within the Covenants Committee, and to assure that the Committee shall never have all new members with no historic knowledge of Covenants oriented events:

Three members shall be appointed no later than June of each year to serve a one year term and two members shall be appointed no later than December of each year to serve a one year term. Currently sitting members may be reappointed.

If a member resigns a seat on the Standing Covenants Committee or is removed by the Board of Directors, the person replacing that member shall serve for the remainder of that term only and then the seat shall stand for appointment at the regular time.

3. **CHAIR:** The Covenants Committee will elect a Chair and an Alternate Chair from among its members at least once a year.
4. **VACANCIES:** The committee may vote to remove its Chair with or without cause. The Board of Directors may vote to remove any member or the committee chair with or without cause. Vacancies of the Chair shall be filled by the Alternate Chair, and the committee will elect a new alternate.
5. **RECORDER:** The Covenants Administrator for the Association shall serve as the Recorder. The Recorder shall be responsible for keeping the Committee Membership Roster, recording minutes of all committee meetings, and in general, maintaining written documentation on committee decisions and activities and shall maintain a chronological list of all files. Further, the Recorder shall keep a record of funds expended under the committee's allocation, if any, from the Board of Directors.

C. MANNER OF OPERATION

The Covenants Committee shall conduct its business in strict accordance with the procedures set forth in the Virginia Condominium Act, the Parkfairfax Bylaws, Policy Resolution Number Four, Administrative Resolution Number Two, and specifications adopted by the Board of Directors for additions, alterations and improvements to a unit or the common, reserve common or limited common elements, and in the interests of the Association. As such, the committee is charged with maintaining a constant awareness of the legal obligations, risks, and responsibilities of the Association. With regards to the rights of the owners and residents at Parkfairfax, the committee may take no actions other than those authorized in the Bylaws, Policy Resolution Number Four, Administrative Resolution Number Two, and approved specifications without prior authorization by the Board of Directors and such authorization shall be recorded in the minutes.

1. FUNCTIONS

A. Functions of the Covenants Committee include the following:

1. Electing the Chair and Alternate Chair.
2. Assessing conditions and needs in the area of committee responsibility.
3. Adopting goals and objectives.
4. Establishing priorities for committee and subcommittee activities.
5. Proposing, for Board of Directors adoption, guidelines relative to the committee's area of operation.
6. Reviewing Committee Terms of Reference.
7. Developing the Annual Committee Budget request.
8. Proposing changes to Policy Resolution Number Four, Administrative Resolution Number Two, and/or governing specifications.
9. Taking such action as may be directed by the Board of Directors.

B. Functions of the Chair include the following:

1. Coordinating and supervising the committee activities and meetings to assure that committee responsibilities are met.
2. Assisting in development of monthly committee reports as contained in the minutes of the meetings, for submission to the Board of Directors.
3. With Recorder, serving in a budget review capacity for the committee, to assure that funds are being spent as allocated, or to determine if adjustments are necessary in the funds allocated.

2. MEETINGS

Regular meetings of the Covenants Committee shall be held as often as necessary to carry out assignments and responsibilities.

3. REPORTING AND CHANNELS OF COMMUNICATIONS

- A. The committee shall, through the Covenants Administrator acting on behalf of the committee, submit to the Board of Directors written reports on a regular monthly basis. Such reports shall include at least the following:
 - 1. A list of applications received.
 - 2. A list of decisions on applications.
 - 3. Violations identified.
 - 4. Actions taken relative to violations.
 - 5. Hearings held, subject matter, and decisions.
- B. The Committee Recorder shall prepare and submit to the Board of Directors, through the Chair, minutes of all committee meetings.