Lake of the Woods Association, Inc.  
Resolution 2018-6  
A Policy Resolution  
Amending the LOWA Bylaws Article X, Committees

WHEREAS, Article XVI of the LOWA Bylaws gives the Board of Directors the authority to amend and adopt association Bylaws; and

WHEREAS, there is a need for clear, concise and consistent Bylaws on the matter of Special Committees; and

WHEREAS, the Rules Committee modified language and the LOWA Attorney gave advice on the amendments.

THEREFORE, RESOLVED, the Board of Directors hereby approves the following amendment to Bylaws Article X.

LOWA BYLAWS

ARTICLE X. COMMITTEES
Section 1. General. The overall mission of Lake of the Woods Committees is to add value to the Association by advising and assisting the Board of Directors and the General Manager in carrying out their responsibilities to the Association. Their specific responsibilities and special characteristics or exceptions, if any, shall be delineated in their respective charters and approved by the Board of Directors. The Board may appoint or dissolve any committee as it deems in the best interest of the Association, except that the committees contemplated by Article II.6 of the Articles of Incorporation, shall be required.

Section 2. Types of Committees. There shall be three types of committees: Required Committees, Standing Committees and Special (also known as Ad Hoc) Committees.

a. Required Committees. The following committees shall be required:
   1. Environmental Control Committee
   2. Finance Committee
   3. Legal and Compliance Committee
   4. Maintenance and Ecology Committee

   (i) Environmental Control Committee (ECC). The ECC is the only committee whose specific powers and duties are granted and set forth in the Declaration, as amended. In addition, the Board may assign other duties and procedures to the committee which, in the opinion of the Board, will benefit the Association.

Composition: The committee shall be composed of not more than seven (7) members but not less than three (3) members in good standing appointed by the Board of Directors for three-year staggered terms. A quorum for ECC shall be three (3) members. After completing one three-year term, a member may be re-appointed for a second three-year term, but may not thereafter be re-appointed
again until after the lapse of one year. However, a member appointed to fill an unexpired term may then be appointed and/or re-appointed to serve two consecutive terms. Any vacancy on the committee shall be filled through appointment by the Board to serve out the unexpired term.

(ii) **Finance Committee.** The purpose of the Finance Committee is to advise the Board on financial management and policy issues, and to provide to the Board financial analyses and projections to aid the Board in managing the efficient and effective use of the Members’ assessments and the other fees paid by the Members of the Association.

(iii) **Legal and Compliance Committee (LCC).** The LCC functions as the regulation enforcement arm of the Board. The LCC holds hearings and resolves allegations of violations of the Declaration and Rules and Regulations established by the Association.

(iv.) **Maintenance and Ecology Committee (M&E).** The M & E Committee assists the Director of Facilities and the General Manager in evaluating the physical condition of all Association-owned facilities, grounds and equipment. The committee monitors current operations and assists with long-term planning.

b. **Standing Committees.** In addition to the required committees, the Board may establish and appoint members to Standing Committees to accomplish its work. Standing committees perform a continuing function, and provide advice and assistance over a broad range of issues of an operation.

c. **Special (Ad Hoc) Committees.** From time to time the Board may establish and appoint special (or ad hoc) committees to advise the Board on specific projects, needs or issues. The Board may appoint as many Members in good standing to serve on a Special Committee as it deems necessary. The Board may also appoint the General Manager and key Management staff to serve as nonvoting members. In establishing a Special Committee, the Board shall state the Special Committee’s assignment and an expected end date to complete the assignment. In any event, the Board shall have the authority to change the Special Committee’s assignment and/or dissolve the Special Committee at any time. The Special Committee shall remain established until dissolved by the Board. The Board shall also have the authority to remove and/or replace Special Committee members at any time.

Section 3. **Authority.** Unless otherwise provided in the Declarations or as required by law, all committees function as advisors to the Board and have only that specific authority granted to it by the Board as outlined in the Committee Responsibility Section of its charter. Under no circumstances shall the committee Chair or any other committee member give direction to any LOWA personnel in dealing with committee matters except as approved by the General Manager. Additionally, no personal financial gain shall accrue from service on a LOWA Committee, except that requests for reimbursement of direct expenses, with receipts attached, may be submitted to the GM with the approval of the committee Chair.
Section 4. **Reporting Responsibility.** The committees report to the Board. In addition to committee meeting minutes, oral and written reports shall be given periodically at the Board’s monthly meeting at least as often as specified in the committee charter. When a committee approves a motion requesting Board action, that motion will be forwarded in writing to the Board with a copy to the General Manager. A brief annual report of the committee’s activities during the preceding year shall be submitted to the Board by August 1 of each year, using a Board approved format.

Section 5. **Composition.** Unless otherwise provided in the Declarations or as required by law, the provisions of this Section 5 shall apply to all committees except Special (Ad Hoc) Committees. All committee members shall be appointed by the Board from LOWA Members in good standing. The Board in its sole discretion may remove a committee member with or without cause. Unless otherwise set forth by the Board in the committee charter, each committee shall be composed of not less than seven (7) voting members appointed for three-year staggered terms. A committee may have as many alternates and advisors as needed to perform committee activities, as requested by the Committee Chair, and as approved by the Board. Any voting member vacancy whether by term expiration, resignation, or removal shall be filled through appointment by the Board with the Chair’s recommendation. Family members occupying the same LOWA household may not serve on the same committee during the same time period. The Board may also grant exceptions to the number of voting members who may serve on a committee at any given time, based on the needs of that committee to carry out its mission. Such exceptions shall be stated under “Special Characteristics” of the respective Committee Charter. A member of the Board may serve as liaison to a committee as a non-voting member.

Section 6. **Organization.** Each committee (with the exception of the Special (Ad Hoc) Committees) will elect the following officers from its committee members during its first meeting in September of each year for a one (1) year term and forward its new structure to the Vice President of the Board with a copy to the General Manager:

a. **Chairperson (Chair).** The Chair is responsible for calling and conducting meetings, setting and submitting the agenda, and periodically, providing written and oral reports on committee activities to the Board and community as specified in the committee charter. The Chair must be a voting member of the committee.

b. **Vice Chairperson (Vice-Chair).** In the absence of the Chair, the Vice-Chair performs all the duties of the Chair. Vice-Chair must be a voting member of the committee.

c. **Secretary.** To be elected by the voting members of the Committee, or in absence of a vote, may be appointed by the Chair. The Secretary takes the minutes of all meetings, submits them in draft form to all Committee members. Following approval by the Committee, the Secretary submits the approved minutes to the Board of Directors, General Manager, Communications Coordinator, and all Committee members. In the absence of both the Chair and Vice-Chair, the Secretary shall act as Chair pro-tempore.
Section 7. **Meetings.** The following apply to all meetings of the LOWA committees:

a. **Open Meetings.** Subject to Section 55-510.1 of the VPOAA, all committee meetings shall be open to all members. Minutes shall be recorded and shall be available to all association members.

b. **Executive Sessions.** Committees may convene in executive session for a period during any meeting in accordance with Section 55-510.1 of the VPOAA.

c. **Notice of Meetings.** Notice of the time, date and place of each meeting of a committee shall be published at least three (3) business days in advance in a manner where it is reasonably calculated to be available to a majority of the Lot Owners.

d. **Agenda.** The Committee shall provide a designated period of time during a meeting to allow members an opportunity to comment first on the committee’s business agenda and at the end of the meeting on any matter relating to the committee. The committee’s agenda must be posted three business days in advance of the meeting on the Association website. The Committee Chair is responsible for sending the agenda to the Communications Manager in a timely manner. During a meeting at which the agenda is limited to specific topics the comments of members may be limited to the topics listed on the meeting agenda.

e. **Electronic Participation.** Committee members may elect to participate in meetings via telephonic, video conference, or other electronic means subject to the availability of such equipment by LOWA, so long as two (2) committee members are present in person at the meeting place included in the Notice. LOWA is not responsible for providing equipment to individual committee members to facilitate their participation.

f. **Order and Decorum at Meetings.** All meetings of the Association shall be conducted in accordance with Robert's Rules of Order, Newly Revised, or other widely recognized rules governing order and decorum in meetings.

Section 8. **Voting.** A quorum, or simple majority, of voting members needs to be present in order for a committee to vote on any motions presented at the committee meeting. Alternates, beginning with the alternate with the most longevity, shall be considered voting members when a quorum is not present. Any voting member, including the Chair, of a committee may present a motion for consideration by their respective committee and may vote in the same manner as other committee members. Only in Legal and Compliance Committee hearings in the event of a three-way tie on the matter of the amount of a monetary penalty, the Chair’s vote shall constitute the deciding vote. Advisers have no voting privileges. Voting by secret or written ballot is prohibited in any open committee meeting, except for the Legal and Compliance Committee. Absentee or proxy voting is not permitted.

Section 9. **Tenure.** When a voting member’s term expires, resigns, or is removed from the committee the Board shall fill the vacancy, considering the Chair’s recommendations. The term begins at date of appointment as a voting member, and ends three years after that date. After
completing one three-year term, a voting member may be reappointed for a second three-year term, but may not thereafter be re-appointed again until after the lapse of at least one year.

Section 10. Communication.

a. Information Gathering. Committee members must have prior approval of the General Manager to contact third parties as necessary to gather information to carry out committee responsibilities.

b. LOWA Legal Counsel and/or Government Representatives. Committee members must have prior approval of the General Manager to initiate contact with LOWA Counsel and/or Government Representatives on official LOWA business.

c. Media. If approved by the General Manager and the committee Chair, committee members may inform local news media of LOWA-scheduled events and LOWA participation in outside events. All other contacts with the media on official LOWA matters will be conducted through the General Manager.

Section 11. Liability Insurance Policy. The members and former members of the ECC, as required in the Articles of Incorporation, as well as the members and former members of all other committees, shall be indemnified, at Association expense, to the extent of coverage under the Association's Directors and Officers Liability Policy, against expenses actually and reasonably incurred by them in connection with the defense of any claim, action, suit or proceeding against them by reason of being or having been such member.

Effective: April 18, 2018

LAKE OF THE WOODS ASSOCIATION, INC.

By: Leighton H. Cumming, President

ATTEST:

I, as Secretary for Lake of the Woods Association, Inc., hereby attest that the foregoing Policy Resolution 2018-6 was adopted by the Board of Directors at a duly-held and noticed Board of Directors meeting held on the 18th day of April 2018.

Jennifer Zukowski, Secretary