LAKE OF THE WOODS ASSOCIATION, INC.
RESOLUTION 2020-15
A POLICY RESOLUTION
AMENDING LOWA BYLAWS ARTICLE X, COMMITTEES,
REGARDING FORMATION AND RESPONSIBILITIES OF SUBCOMMITTEES
AND VIRTUAL MEETINGS

WHEREAS, 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 regulations on the matter of formation and responsibilities of subcommittees and virtual meetings; and

WHEREAS, the Rules Committee and the LOWA Attorney gave advice on the amendments; and

WHEREAS, the Association published the proposed amendment in Lake Currents soliciting member comments.

THEREFORE, RESOLVED, the Board of Directors hereby amends Bylaws Article X, Committees.

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 reappointed 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. Subcommittees.

At a duly noticed open committee meeting, a committee may vote to appoint a subcommittee to assist the committee in carrying out its duties and functions, subject to the following requirements and subject to the approval, further requirements, and/or further conditions of the Board of Directors, in its discretion:

a. Subcommittees shall be comprised no more than three members, all of whom must be voting members of the appointing committee.

b. Subcommittees shall be tasked only with those specific responsibilities set forth in the appointing committee charter as approved by the Board of Directors.

c. Subcommittees may be approved at any time, but shall be reapproved each calendar year at the appointing committee organization meeting in September.

d. The Vice-President of the Board shall be notified in writing by the Committee Chair of the appointment of any subcommittees, the members thereof, and purpose(s) of such subcommittee.

e. Subcommittee recommendations shall be made to the appointing committee, and only those recommendations duly approved by a majority of the appointing committee members in a duly noticed open committee meeting may be presented to the Board of Directors.
Section 8. Meetings. The following apply to all meetings of the LOWA committees and subcommittees:

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

b. Executive Sessions. Committees and subcommittees 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 and subcommittee 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. In the event it is impracticable or unsafe to assemble in a single location, as determined by the Board or the General Manager if so authorized by the Board generally by resolution or on a case-by-case basis, committee and subcommittee members may, if authorized by the General Manager, meet in an entirely virtual platform, via telephonic, video conference, or other electronic means, subject to the availability of conferencing equipment or software by LOWA. If the meeting will be entirely virtual in such circumstances, the committee or subcommittee must give notice of the entirely virtual meeting to LOWA members, contemporaneously with notice provided to the committee or subcommittee members, using the best available method given the nature of the impracticable or unsafe circumstances; and the committee or subcommittee must make arrangements for LOWA members to have access to the meeting through telephonic, video conference, or other electronic means. All virtual meetings must be coordinated through the General Manager for time, date, and committee or subcommittee support. LOWA is not responsible for providing equipment to individual committee members, subcommittee members or LOWA members to facilitate their participation. Otherwise, when there are no such impracticable or unsafe circumstances, meetings of committees or subcommittees shall be held at a physical location, in which case committee or subcommittee members may participate via telephonic, video conference or other electronic means, subject to the availability of conferencing equipment or software by LOWA, provided however that at least
two (2) committee or subcommittee (for subcommittee meetings) members must be physically present at the meeting place included in the noticed.

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 9. Voting. A quorum, or simple majority, of voting members needs to be present in order for a committee or subcommittee to vote on any motions presented at the committee or subcommittee 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 10. Tenure. This Section 9 applies to Committee members only. 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 serving two three-year terms and at the sole discretion of the Board of Directors, a committee member may be reappointed for any additional period as determined by the Board at that time to ensure that a committee has a quorum of members or for any reason in the best interest of the Association. Once a committee member’s tenure expires, they need wait for a one-year period before rejoining the same committee. (Amended August 15, 2018)

Section 11. Communication. a. Information Gathering. Committee and subcommittee members must have prior approval of the General Manager to contact third parties as necessary to gather information to carry out committee or subcommittee responsibilities. b. LOWA Legal Counsel and/or Government Representatives. Committee and subcommittee 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 and subcommittee 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 12. 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 and subcommittees, 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: June 10, 2020

LAKE OF THE WOODS ASSOCIATION, INC.

By: [Signature]
Clifton D. Wilks, President

ATTEST:

I, as Secretary for Lake of the Woods Association, Inc., hereby attest that the foregoing Policy Resolution 2020-15 was adopted by the Board of Directors at a duly-held and noticed Board of Directors meeting held on the 10th day of June 2020.

[Signature]
Phillip Davis Brown, Secretary