

**CAMERON STATION COMMUNITY ASSOCIATION**

**SPECIAL BOARD OF DIRECTORS MEETING**

**ZOOM MEETING DRAFT AGENDA**

**June 24th 2021 – 7:30 P.M.**

*Until approved at the meeting, this draft agenda is subject to change*

**Link:** <https://zoom.us/j/98394251346?pwd=WnFuTEV2SkpZT3YzWk1kQW9ub2QzQT09>

**Meeting Number (access code):** 983 9425 1346

**Meeting Password:** 646336

**Join by phone:** 1 301 715 8592 US (Washington D.C)

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*As this is a Special Meeting of the Board, only those topics noted below are subject to discussion at this meeting, including Open Forum.*

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|------|--|-----------|
| I.   | CALL TO ORDER  | 7:30 P.M. |
| II.  | APPROVAL OF AGENDA   | 7:30 P.M. |
| III. | HOMEOWNERS FORUM   | 7:35 P.M. |
| IV.  | EXECUTIVE SESSION  | 7:45 P.M. |
|      | <i>For the purposes of consulting with legal counsel on a pending legal issue.</i> |           |
| V.   | MATTERS FOR BOARD DECISION   | 8:15 P.M. |
|      | 1. Formation of Executive Committee of the Board                                   |           |
| VI.  | ADJOURN  | 8:30 P.M. |

Prepared by:

Heather Graham, CMCA, PCAM (Executive Vice President - CAMP, LLC)  
& Jennifer Gilmore, CMCA, PCAM (On Site Manager – CAMP, LLC)

*\*Noted times above are only intended to serve as a guide and may be subject to change without notice depending upon length of conversation by Board members.*

**Cameron Station Community Association, Inc.**  
**Administrative Resolution No. 2021-\_\_**

**(Executive Committee of the Board for Woodland Hall Litigation)**

**WHEREAS**, Article III, Section 3.4 of the Bylaws grants the Board of Directors (“Board”) with all of the powers necessary for the administration of the affairs of the Cameron Station Community Association (“Association”) in accordance with applicable law and the Project Documents, except for those matters which the applicable law or Project Documents require the HOA’s membership to approve; and

**WHEREAS**, Section § 13.1-869 of the Nonstock Corporation Act (“Act”) provides the Board of Directors, by a majority vote, with the authority to create one or more committees and appoint two or more members of the board of directors to serve on them; and

**WHEREAS**, Section § 13.1-869 of the Act provides that to the extent specified by the Board of Directors, a committee created by the Board may exercise the authority of the board of directors under § 13.1-853 of the Act, except that a committee may not: (1) Approve or recommend to members action that Act requires to be approved by members; (2) Fill vacancies on the board or on any of its committees; (3) Amend the articles of incorporation pursuant to § 13.1-885 of the Act; (4) Adopt, amend, or repeal the bylaws; or (5) Approve a plan of merger not requiring member approval; and

**WHEREAS**, on June 11, 2021, the Association was served with litigation filed by a member of the Woodland Hall Condominium Unit Owner’s Association (“Woodland Hall Litigation”); and

**WHEREAS**, in order to provide for the efficient defense of said litigation and to ensure the protection of attorney-client privileged communications on issues relating to the litigation, the Board has determined that it is in the best interest of the Association to create an executive committee of the Board to administer the issues related to the.

**NOW THEREFORE**, be it resolved that an Executive Committee of the Board shall be established, and that the following procedures for this committee be adopted and implemented herewith:

**I. RESPONSIBILITIES**

The primary responsibility of the Executive Committee of the Board is to administer and assist in addressing issues related to litigation filed by David Hotle against the Association, to include engaging in and preserving the confidentiality of attorney-client communications with counsel for the Association, and shall be empowered with full authority to compromise, direct pursuit of, or terminate any legal action related to such issues as the Executive Committee and the Association’s counsel deems appropriate.

**II. IDENTITY OF, NUMBER OF MEMBERS & LENGTH OF TERM; APPOINTMENT AND REMOVAL**

- A. The Executive Committee appointed by this Policy Resolution shall be composed of three (3) members, all of whom must also be members of the Board of Directors.

Michael Johnson, Andrew Hill and Megan Christensen are hereby appointed initial members of the Executive Committee. In addition, for the purpose of providing support to said Executive Committee, Jennifer Gilmore and Heather Graham of Community Association Management Professionals, as the Association's management agent, shall be considered to be within the control group for the purpose of the attorney-client privilege. The committee members shall serve unless and until such committee member(s) is removed by the Board or resigns.

- B. The Board shall, in its sole discretion, appoint additional persons to serve on the Executive Committee to fill any existing vacancy.
- C. The Executive Committee members will be provided a copy of this Resolution within a reasonable period of time following their appointment.
- D. The Board of Directors may remove any Executive Committee member with or without cause, upon three (3) days written notice, upon a majority vote of the members of the Board of Directors.

#### **IV. ELECTION OF OFFICERS**

- A. The Board of Directors shall appoint an Executive Committee member to be the Chairperson. At a minimum, the Executive Committee shall elect a Secretary who shall be responsible for recording accurate minutes of the Executive Committee's meetings and submitting them to the Managing Agent, in a timely manner, for inclusion in attorney/client privileged records of the Association. Michael Johnson is appointed initial Chairperson of the Executive Committee.
- B. The Chairperson, or his or her designee, shall be responsible for chairing meetings of the committee.

#### **V. MEETINGS**

- A. Executive Committee meetings shall be held in a recognized meeting place of the Association, or in a manner prescribed by Va. Code §13.1-864. All Executive Committee meetings, except those to be held in executive session, shall be open to the membership as required by the Virginia Non-Stock Corporation Act.
- B. A quorum of voting members must be present in order to convene a meeting or conduct business of the Executive Committee. A quorum shall be present if two or more of the members of the Executive Committee are present at any regularly scheduled or special committee meeting.
- C. The vote of a majority of committee members present at a meeting at which a quorum is present shall constitute the decision of the Executive Committee.
- D. In accordance with Va. Code § 13.1-865, any action required or permitted to be taken at a committee meeting may be taken without a meeting if consent, in writing, setting forth the action taken, is signed either before or after such action by all of the Executive Committee members. Written consents may take the form of e-mails from Executive

Committee members indicating their consent to the action. Any such written consent shall have the same force and effect as a unanimous vote and shall be filed with the minutes of the committee, and if necessary, included among privileged communications insulated from disclosure to any other party.

## **VI. DUTIES OF THE CHAIR**

The Chairperson shall serve as the presiding officer of the Executive Committee. The duties of the Chairperson shall include, but may not be limited to, the following:

- A. Monitor and track and maintain Executive Committee membership roster;
- B. Develop the meeting calendar;
- C. Prepare meeting agendas;
- D. Preside over meetings.
- E. Provide each Executive Committee member an opportunity for input;
- F. Ensure Executive Committee members and those attending the meeting are treated fairly and with respect;
- G. Assign Executive Committee 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 Executive Committee to the Board on any matters;
- J. Serve as the liaison to the Managing Agent and the Association's legal counsel and represent the Executive Committee at any meetings with the Managing Agent and legal counsel;
- K. Ensure that the Executive Committee is performing duties as detailed in this resolution, including all routine and non-routine inspections, and as requested by the Board of Directors.

This Resolution was duly adopted by the Board of Directors on this \_\_\_\_ day of June, 2021.

CAMERON STATION COMMUNITY  
ASSOCIATION, INC.

By: \_\_\_\_\_  
Sarah Meyer Walsh, President

CAMERON STATION COMMUNITY ASSOCIATION, INC.

ADMINISTRATIVE RESOLUTION NO. 2021-\_\_

(Executive Committee Charter)

Duly adopted at a meeting of the Board of Directors held \_\_\_\_\_, 2021.

Motion by: \_\_\_\_\_ Seconded by: \_\_\_\_\_

VOTE: YES NO ABSTAIN ABSENT

\_\_\_\_\_  
President

\_\_\_\_\_  
Vice President

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
Treasurer

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

ATTEST:

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
Date