

**HUNTINGTON FOREST HOMEOWNERS ASSOCIATION, INC.
POLICY RESOLUTION NO. 2018- 01**

Resolution of Board Member Rights and Responsibilities

WHEREAS, the Board of Directors (“Board”) of Huntington Forest Homeowners Association (“Association”) consists of duly elected volunteers serving as the governing body of the Association; and

WHEREAS, the members of the Board are members of the Association; and;

WHEREAS, the Board desires to set forth the general rights and responsibilities of Board members.

NOW, THEREFORE, BE IT RESOLVED that:

- I. The Association’s Board members shall have the following general rights:
 - A. The right to respectful and honest treatment from other members of the Association;
 - B. The right to conduct meetings in a positive and constructive atmosphere;
 - C. The right to receive support and constructive input from other members of the Association;
 - D. The right to expect that all members will be familiar with and comply with the Association’s governing documents;
 - E. The right to expect that all owners of the Association will meet their financial obligations to the Association;
 - F. The right to establish committees; and
 - G. All rights granted to the Association’s Board members by the Association’s governing documents and/or applicable law, including but not limited to the “business judgment rule” under Virginia law, as may be amended and refined from time to time.
- II. The Association’s Board and individual Board members shall have the following general responsibilities:
 - A. The Board members shall owe a fiduciary duty of loyalty to the Association, which includes but is not limited to:
 1. The duty to strive to act in the best interests of the Association;
 2. The duty to refrain from self-dealing and to provide complete and timely

disclosure of personal and financial conflicts of interest with the Association;

3. The duty to preserve inviolate all applicable confidences and privileges, including but not limited to confidences and privileges arising from the executive sessions and/or arising from Association legal matters and the Board's relationship with Association legal counsel;
 4. The duty to support and assist in the enforcement of the Association's governing documents, including but not limited to those governing documents that set forth rules and regulations, whether in the form of resolutions or otherwise and whether or not the individual Board member voted in favor of same;
 5. The duty to act under the actual authority of the Board as a whole rather than under an individual Board member's apparent authority;
 6. The duty to refrain from usurping for their own advantage an opportunity belonging to the Association; and
 7. The duty to refrain from entering into unfair transactions with the Association.
- B. The Board members owe a fiduciary duty of care to the Association, and a duty to follow the "business judgment rule" under Virginia law as may be amended and refined from time to time. These duties include but are not limited to:
1. The duty to discharge their obligations in good faith and in the honest belief that their actions are in the Association's best interests;
 2. The duty to obtain and consider all material reasonably available to them when making decisions on Association business;
 3. The duty to take the appropriate amount of time in considering and carrying out decisions concerning Association business;
 4. The duty to be familiar with and comply with the Association's governing documents, and
 5. The duty to follow the Association's established procedures.
- C. The Board members shall balance the needs and obligations of the Association as a whole with those of individual members.

- D. The Board members shall encourage input from other members and residents on Association matters as appropriate.
 - E. The Board shall welcome new members and residents to the Association.
 - F. The Board shall conduct its business in a transparent manner when feasible and appropriate.
 - G. The Board recognizes that need, consistent with the Virginia Property Owners Act, to make minutes of its meetings available in a timely manner.
 - H. The Board and its members shall have all duties imposed by the Association's governing documents and/or applicable law.
- III. This resolution may be amended, superseded or otherwise changed or restated by a majority vote of the Board of Directors.
- IV. Each new Board member of the Association shall sign the version of this resolution in effect when said new Board member takes office.
- V. Each Board member shall sign any amendment or restatement of this resolution.

_____ (Signature) _____ (Date)
 Printed Name: W. Stephen Piper
 Title: President

_____ (Signature) _____ (Date)
 Printed Name: Rhonda Crawford
 Title: Vice President

_____ (Signature) _____ (Date)
 Printed Name: Dennis Foutz
 Title: Secretary

_____ (Signature) _____ (Date)
 Printed Name: Frank Donahoe
 Title: Treasurer

_____ (Signature) _____ (Date)
Printed Name: Christopher McCormack
Title: Vice Secretary

_____ (Signature) _____ (Date)
Printed Name: Grace Washburn
Title: Vice Treasurer

_____ (Signature) _____ (Date)
Printed Name: David Kolo
Title: Director

_____ (Signature) _____ (Date)
Printed Name: Kerry McCabe
Title: Director

_____ (Signature) _____ (Date)
Printed Name: Timothy Rogers
Title: Director

This resolution was adopted by the Board at its March 8, 2018, meeting.