

WELLINGTON COMMUNITY ASSOCIATION

POLICY RESOLUTION

(Revised Election Committee Charter and Election Procedures)

WHEREAS, Article 7, Section 7.2 of the Bylaws provides that the Board shall have the power to create and abolish such committees as the Board deems appropriate; and

WHEREAS, Article 3, Section 3.3(6) of the Bylaws allows the Association to conduct its election of directors by mail;

WHEREAS, the 2008 annual meeting was the first time that the Association conducted a mail ballot of voting and certain revisions to the Elections Committee charter and Elections Procedures policy were recommended to the Board by the Elections Committee.

NOW, THEREFORE, the Board of Directors believes it is in the Association's best interests to revise and restate the charter for the Elections Committee and a policy concerning the election of directors by mail, which shall supersede and replace the Elections Committee and Election Procedures policy adopted in 2008:

I. NUMBER OF MEMBERS & LENGTH OF TERM; APPOINTMENT

- A. The Committee shall be composed of at least three (3) members, one of whom shall be Board member whose term is not expiring plus at least two (2) other members in good standing. For the purposes of this policy, the term good standing means that the member is current in all of his/her financial obligations of membership and has not been determined by the Board to be in violation of any of the Association's rules.
- B. There shall not be more than one member of a household serving on the Committee at the same time. Any member who is running for office at a given election may not serve on the Committee.
- C. The Committee shall serve until the annual meeting after their appointment has been concluded. Members appointed to fill vacancies that occur at any time during the term of the Committee shall serve out the remainder of the term of the Committee member they replace.
- D. Nominations and appointments shall occur in the following manner:
 - 1. Recruitment of candidates may be done through the newsletter, announcement at meetings or by any other means deemed appropriate by the Board.
 - 2. Interested members may submit a written request for appointment to the Managing Agent or may be nominated at the Board meeting or meetings

establishing the Committee for upcoming elections. Past Committee members in good standing are eligible for reappointment. The Managing Agent shall verify that the member is eligible to be appointed to the Committee.

- E. The Board shall, in its sole discretion, appoint persons to serve on the Committee or to fill any existing vacancy on the Committee. The Committee appointments must be made by the Board of Directors within 45 days of the date of the Association's annual meeting.
- F. Committee members will be provided a copy of this Charter within a reasonable period of time following their appointment.

II. REMOVAL

- A. The Board of Directors may remove any Committee member, including the Chairperson, with or without cause.
- B. The Committee may make recommendations to the Board of Directors regarding the removal of Committee members upon a majority vote of the Committee.
- C. A Committee member may be removed, upon written notice from the Committee Chairperson, for failure to attend three (3) consecutive Committee meetings.

III. ELECTION OF OFFICERS

- A. The Board of Directors shall select the Committee member who shall be the Chairperson. At a minimum, the Committee shall elect a Secretary who shall be responsible for recording accurate minutes of the Committee's meetings and submitting them to the Managing Agent, in a timely manner, for inclusion in the Board meeting package. Minutes shall include a record of the date, time and place of each meeting. Minutes shall also include a record of Committee member attendance and all votes of the Committee.
- B. The Chairperson, or his or her designee, shall be responsible for chairing meetings of the Committee.

IV. MEETINGS

- A. Committee meetings shall be held in a recognized meeting place of the Association. All Committee meetings shall be open to the membership. Any actions by the Committee to tally ballots shall not be considered a meeting of the committee. In order for the membership to be reasonably informed of Committee meetings, the Committee Chairperson shall ensure that all regular Committee meeting dates of the Committee are listed in the newsletter and/or website or through any other means of posting that the Board deems appropriate.

- B. If it is necessary for the Committee to reschedule or cancel a meeting, the Committee Chairperson shall notify the management staff at the earliest possible time so that the membership can be reasonably notified. The Committee Chairperson shall be responsible for contacting the members of the Committee regarding rescheduled or canceled meetings. "Special" meetings or rescheduled meetings may be scheduled by the Chairperson upon three days advance written notice each member of the Committee.
- C. A quorum of members must be present in order to convene a meeting or conduct business of the Committee. A quorum shall be present if the majority of the seated Committee members are present at any regularly scheduled or special Committee meeting.
- D. The vote of a majority of Committee members present at a meeting at which a quorum is present shall constitute the decision of the Committee. All voting shall be conducted in open session.
- E. 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 Committee members. 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.

V. COMMUNICATIONS

- A. The Committee is expected to maintain regular communications with the Managing Agent and Board of Directors as detailed herein.
- B. It is expected that the Committee will communicate its activities to the membership periodically through the newsletter, the website, and other communication vehicles of the association.

VI. RESPONSIBILITIES

- A. The primary responsibility of the Elections Committee is to handle the administrative work related to the nomination and election of members to the Board of Directors in accordance with following procedures:
 - 1. The Board of Directors shall appoint an Elections Committee in accordance with the criteria detailed in Section I of this policy at least forty-five (45) days prior to any meeting of the members at which directors shall be elected.
 - 2. At least thirty (30) days prior to the date of any deadline for the submission of ballots, the Committee shall distribute a call-for-candidates to the membership that solicits volunteers from the membership to serve as candidates. The call for candidates shall be in a format similar to that attached hereto as Exhibit A.

3. In order to serve as a candidate, the volunteer must sign and submit the statement of candidacy in strict accordance with all requirements stated in the call-for-candidates and this policy. All statements of candidacy must have the signature of the candidate as well as the signatures of at least three other lots in the Association. All statements of candidacy for nomination to the Board must be received by the date detailed on the call for candidates, which deadline must be at least twenty-five (25) days prior to the date of the annual meeting.
4. All candidates must be members in good standing at the time of the Committee's receipt of the statement of candidacy.
5. If the Committee finds that a member who submits a statement of candidacy is not in good standing, the Committee shall not include the name(s) of the member on the ballot for the election of directors. The Committee shall send notice of its decision to the member who submitted the statement of candidacy.
6. The Committee shall create a ballot allowing for write-in candidates only if the number of volunteers who submitted statements of candidacy in accordance with the procedures set forth above does not exceed the number of positions open for election.
7. The Committee shall also follow these procedures:
 - a. the ballot issued by the Association shall include: i) a deadline (at least fifteen days from the date that the ballot is mailed) by which all ballots must be received by the Committee via the Managing Agent; and ii) an envelope addressed to the on-site management office. A sample mail ballot is attached hereto as Exhibit B.
 - b. the Managing Agent shall be responsible for mailing ballots to all members and opening and stamping all incoming ballots (with envelopes attached) to evidence the date of their receipt.
 - c. the Elections Committee and Managing Agent shall meet at least seventy-two hours after the deadline for submission of ballots in order to inspect and tally all valid ballots received on or before the designated deadline in accordance with the procedures approved of by the Board of Directors.
 - d. if the number of ballots exceed a quorum (which is defined by Article 2, Section 2.5 of the Bylaws as the ballots submitted by one tenth of the Association members entitled to cast a vote), the results shall be valid, and the Board shall announce the outcome of the vote at the Association's annual meeting, which the Board shall schedule on a date within a reasonable period of time from the

deadline for the submission of ballots and on a date as close as is possible to the date of the prior year's election in order to ensure that the terms of directors are comparable.

- e. if the number of ballots does not exceed a quorum, then the seated directors shall continue to serve as "holdover" directors whose terms shall expire when their successors are validly elected or when they otherwise resign.
-
- 8. Each member shall be entitled to one vote, unless the member owns the Lot with other individuals, in which case the owners of the Lot shall designate one of the owners of the Lot to be the voting member with respect to the Lot; accordingly, each Lot shall be entitled to only one vote. If the Association receives more than one ballot for a particular Lot, it shall count the vote only once, and, if the ballots are in conflict, it shall not count the vote at all.
 - 9. The Committee shall ensure that the standards for voting under the Association's Bylaws, Articles of Incorporation and Declaration are followed and they shall sign an oath to faithfully execute their duties in the format set forth in Exhibit C, which is attached hereto, prior to tallying any votes.
 - 10. Management shall assist the Committee in the review and tallying of the ballots cast in the election of directors and to confirm whether members are in good standing and eligible to vote or be nominated for election in accordance with the procedures adopted by the Board of Directors.
-
- B. If the results of the election are valid (as detailed above in 7(d)) the duly elected directors shall assume their role as members of the Board of Directors after the end the Association's annual meeting.

This Resolution was duly adopted by the Board of Directors on this 21st day of July, 2009. This policy shall supersede and replace all previously adopted election policies and election committee charters or procedures.

WELLINGTON COMMUNITY ASSOCIATION, INC.

By: /s/
Tim Wilson, President

FOR ASSOCIATION RECORDS

I hereby certify that a copy of the foregoing Policy Resolution was posted to the website for the Wellington Community Association, Inc., on this 3rd day of September, 2009.

/s/

Tim Wilson, President

**EXHIBIT A
Call for Candidates**

NOTICE TO OWNERS

**CALL FOR CANDIDATES FOR
WELLINGTON COMMUNITY ASSOCIATION
BOARD OF DIRECTORS**

On _____, 200_, the Wellington Community Association will have its annual meeting. During the meeting, _____ Members to the Board of Directors elected via U.S. Mail, will be announced. Board Member duties include decision making for the community, setting policies and procedures, monitoring contracts, and administrating Community Association affairs. Directors are expected to attend one Board meeting a month and serve without compensation for a term of three (3) years (or such shorter period as may be applicable due to a prior vacancy on the Board). A more detailed description of the duties of Board Members, or their elected officers, can be found in the Association Bylaws. Should you be interested in serving on the Board, please study the Bylaws carefully.

All candidates must be without violations and/or unpaid account balances. All candidates seeking nomination for election to the Board must have the signatures of the owners of at least three (3) other lots for their statement of candidacy to be valid.

This is your opportunity to directly affect your community. If you are interested in running, please complete the attached biographical information sheet and return it, via mail or facsimile (with confirmation of receipt), such that it is received no later than _____, 200_ at 5:00 PM.

Wellington Community Association
9700 Wellington Road
Manassas, VA 22110
Fax: 703-330-6982 (with confirmation of receipt)

THIS INFORMATION WILL BE DISTRIBUTED VIA THE WELILNGTON COMMUNITY ASSOCIATION NEWSLETTER OR WEBSITE TO ALLOW THE HOMEOWNERS AN OPPORTUNITY TO REVIEW YOUR QUALIFICATIONS FOR THE ELECTION. BALLOTS WILL BE SENT OUT IN _____(days). Please remember that you are not running for a particular office (i.e., President, Vice-President, etc.), but only for the Board. The Board Members will then elect the officers from among themselves each year.

Should you have any questions, please contact _____, Community Manager, at (703) 330-5019.

Thank you for your interest.

Sincerely,

The Board of Directors
Wellington Community Association

**BIOGRAPHICAL INFORMATION
WELLINGTON COMMUNITY ASSOCIATION
200_ BOARD VACANCY**

Please Print

Candidate's Name: _____

Address: _____

Telephone: (Day): _____ Evening: _____

Biographical Information: _____

Reasons for Wishing to Serve on the Board: _____

Issues of Particular Interest: _____

Signature of Owner Seeking Nomination; _____ *Date:* _____

Signature of Owner of Lot _____ *(address) in Association* _____ *Date:* _____

Signature of Owner of Lot _____ *(address) in Association* _____ *Date:* _____

Signature of Owner of Lot _____ *(address) in Association* _____ *Date:* _____

PLEASE SUBMIT NO LATER THAN _____

**WELLINGTON COMMUNITY ASSOCIATION
9700 Wellington Road
Manassas, VA 22110
Fax: 703-330-6982 (with confirmation of receipt)**

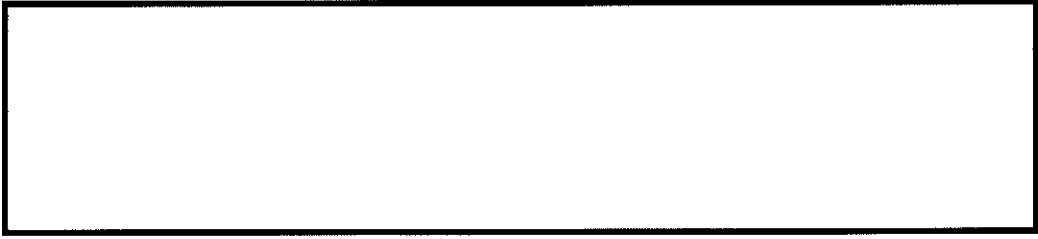


Exhibit B

Sample Mail Ballot

WELLINGTON COMMUNITY ASSOCIATION, INC.

Mail-in Ballot for the 200_ Election of Directors

NOTE: This ballot will only be counted if your name, address and signatures are completed below. Also, this ballot must be received at the address below by no later than November __, 200__

I/We, (insert names) _____ owner(s) of the property located at (insert address) _____ do hereby cast our vote below for the following ____ () candidates to serve on the Association's Board of Directors.

Please select the names of no more than ____ () candidates for election to the Board of Directors by checking the box located next to the name of the candidate that you wish to vote for election to the Board.

Ballots with more than ____ () candidates names checked will be void and will not be counted.

- | | |
|--------------------------|--------------------------|
| <input type="checkbox"/> | <input type="checkbox"/> |
| <input type="checkbox"/> | <input type="checkbox"/> |
| <input type="checkbox"/> | |

In order for this ballot to be counted, all blanks must be filled-in and the ballots must be signed. All ballots must be received via U.S. mail or hand-delivery to the Elections Committee so that it is received by the close of business on November __, 200__ at the following address:

Wellington Community Association
c/o Elections Committee Chairperson
9700 Wellington Road
Manassas, Virginia 20110

If time permits, please use the enclosed self-addressed envelope to mail-in your vote.

Please note that any owner who is delinquent on their financial obligations to the Association or who has an unresolved violation cited for their lot is not an owner in good standing, and their vote will not be counted toward the election of directors.

Signature of Owner(s) _____
Printed Name(s): _____

Thank you for your participation in the process of electing ____ directors to the Association's Board. The results of the Board of Directors election will be announced at the Association's annual meeting on November ____, 200_.

Exhibit C
Oath of Inspector of Election

I hereby affirm that I shall faithfully execute my duties as an inspector of election on behalf of the Wellington Community Association with strict impartiality and according to the best of my abilities.

By: _____
Elections Committee Member Signature

Written Name

Date: _____

K:\23\23213\00001\Resolutions\090601 revised Committee Charter and Election Procedures with redline (2).doc