



Shadowwood Condominium Association  
11639 Stoneview Square  
Reston, VA 20191-2952

703-620-5444 / voice  
703-620-4233 / fax  
[president@shadowwoodcondos.com](mailto:president@shadowwoodcondos.com)  
[www.shadowwoodcondos.com](http://www.shadowwoodcondos.com)

## Rules and Regulations of the Board of Directors, Committees and all Subcommittees

The Board of Directors acts as a body; no individual member may act *ex parte* on his or her own initiative or take any action which is rightfully the responsibility of the entire Board, including giving the appearance of acting on behalf of the Board. Officers have special duties and authorities as defined in the governing documents, and they must be respected at all times when acting on the stated or delegated authorities.

At all times actions taken by the Board of Directors shall be in accordance with federal and Commonwealth laws, including the Virginia Horizontal Property Act, Virginia Condominium Act, the Shadowwood Master Deed and By-Laws, the association's policy resolutions and its rules and regulations.

Members of the board are expected to be thoroughly familiar with the association's governing documents, and reasonably familiar with the pertinent law, and shall take no action outside the authority of those documents and shall seek appropriate counsel when necessary to properly and lawfully administer the affairs of the Association.

While everyone is entitled personal opinions, decisions made and actions taken shall not be based on personal preferences as an individual unit owner; the governing documents of other associations or because of relationships with other unit owners, businesses, firms or governmental officials. On all motions, resolutions and acts, the entire Board must respect the majority and shall yield when in the minority position.

Members of the board have the fiduciary duty to attend all board meetings, committee meetings, and budgeting meetings and to participate in violations hearings.

Members of the board have the fiduciary duty to be prepared for those meetings. In the case of board meetings, members must electronically receive their board packages, which are available on the Wednesday before the board meeting, in advance of the meeting, read them thoroughly and be prepared for all elements of the meetings addressed in the packages

Members of the board have the fiduciary duty to be fully and completely informed on all matters on which they vote and to request more information when prudent, reasonable and in the best interests of the majority.

Meetings of the board are held on the 3<sup>rd</sup> Saturday of each month. Committee meetings are held on various times, locations and durations at the discretion of the committee chairs. All unit owners (only) are invited to attend these meetings and to participate in them as the rules of the meeting may appertain. **The meetings are not public meetings** and are not open to other than Shadowwood Condominium Association unit owners or guests and visitors invited by

the Board of Directors. The Association does not and will not record any meeting proceedings. No one may record any committee, hearing or annual meetings. Board meetings may be recorded with reasonable advance notice to the Board's President or Secretary consistent with the rules and regulations and to no other entity or person.

Members of the board have the fiduciary duty to act equitably and reasonably toward all unit owners, weighing carefully the rights and obligations of each unit owner in relation to the governing documents, the law, the Association and all other unit owners.

No member of the Board may ever ask for any service or privilege for themselves or for any other unit owner which is not extended to all other unit owners. Any such request must be immediately declined and reported to the full Board.

Members of the Board have an obligation to perform their fair share of the work of the board and the business of the association as requested by the association's officers.

The Board of Directors has the highest fiduciary duty to protect the Association's common elements, reserves and to economically and responsibly administer the affairs of the Association. To the extent permitted by the governing documents and the law, the Board must take reasonable, prudent and necessary action, when requested and on the behalf of a unit owner, to protect the limited rights of the individual unit owners. Tenants have no rights before the Board of Directors and shall never be afforded a position superior to any unit owner.

The Board of Directors, unlike individual unit owners, does not have the luxury of ignoring, diffusing, postponing action on or failing to act on problems or conditions within its areas of responsibilities and authority as defined in the governing documents and the law, regardless of how that decision may affect an individual board member or unit owner and, especially, regardless of the financial impact that decision may have on an individual board member, officer or unit owner.

Members of the board have the fiduciary duty to fully fund reserve fund contributions toward replacements as specified by competent outside professionals. Board members may not dilute, distort, rationalize, undermine or otherwise diffuse or delay reserve fund contributions regardless of duration of association membership, personal preferences or any other factors.

Members of the board have the fiduciary duty to equitably and consistently enforce the Association's policies, especially its collections policy. The association is not a social welfare organization and must not delay enforcement of any of its rights as justice delayed is justice denied.

This Board Administrative Resolution is hereby adopted on the Wednesday, December 15, 2004.