

**NEWINGTON COMMUNITY ASSOCIATION**  
**Policy Resolution 19-01**

**Policy Resolution Concerning Board Positions and Quorum**

**WHEREAS**, Article V, of the Articles of Incorporation of Newington Community (“Association”) provides that the Board of Directors may, by amendment to the Bylaws, increase the number of Directors; and

**WHEREAS**, Article V, Section 1 of the Bylaws provides that the affairs of the association shall be managed by a Board not to exceed nine directors; and

**WHEREAS**, Article V, Section 1 of the Bylaws provides that at the first annual meeting the minimum number of board members to be elected is three (3); and

**WHEREAS**, Article VI, Section 3 of the Bylaws provides that a majority of the number of directors shall constitute a quorum for the transaction of business; and

**WHEREAS**, Section 13.1-855 of the Nonstock Corporation Act provides that the Association Bylaws may establish a variable range for the size of the Board of Directors which may be changed from time to time by the members or the Board of Directors; and

**NOW THEREFORE, BE IT RESOLVED THAT** the Board duly adopts the following policy, which supersedes and replaces any previously adopted policy or regulations concerning the same:

**A. Number of Directors**

1. The Board of Directors shall consist of five (5) directors.
2. The number of Directors may be amended from time to time by the Board by amendment to this resolution, so long as the number of Directors remains at least three (3), and no more than nine (9).
3. A Bylaw amendment is necessary to increase the number of directors to more than nine (9).

**B. Quorum of a Meeting of the Board of Directors**

1. A quorum of the Board of Directors consists of a majority of the number of director positions.

**NEWINGTON COMMUNITY ASSOCIATION**

**ADMINISTRATION RESOLUTION NO. 19-01**

Duly adopted at a meeting of the Board of Directors held June 5 2019.

Motion by: Amber Cechione Seconded by: Karen

	YES	NO	VOTE:	
			ABSTAIN	ABSENT
<u>[Signature]</u> President	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____ Vice President	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<u>[Signature]</u> Treasurer	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<u>Karen Chauvin</u> Secretary	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<u>[Signature]</u> Director	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____ Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____ Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Attest: Karen Chauvin  
Secretary

Date: June 5, 2019

Resolution effective: June 5, 2019