

TCA Board of Directors Policies and Procedures Manual

[ATTACHMENT 2 to BOD April 12, 2012 Agenda)

April 12, 2012

1. Annual Assessments Collection

By-Laws Authority:

Assessments:

*Article VI., Section 2. In accordance with the Restrictions (Covenants) of Tanglewood Subdivision, each member is obligated to pay to the Association the assessment in accordance with section 2 above which is secured by a continuing lien upon the property against which assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty** (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of eight percent (8%) per annum, and the Corporation may bring an action at law against the owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the Parkland or abandonment of his lot. The annual assessment shall be due and payable by May 31 of each year. (Ref. By-Laws Article VI, Sect.2)*

Policy: The Board will begin adding interest to the assessment thirty (30) days after the due date **at a rate of 2% per quarter**. If dues remain unpaid for one year, the Treasurer will notify the delinquent member of the date certain within the next ninety (90) days at which he will begin action to secure a lien against the delinquent property which will remain effective until the dues are paid. Interest and attorneys fees will continue to accrue against such property until the assessment is paid in full.
Source: Motion Adopted (5 - 0) by the TCA Board of Directors at its regular meeting on April 12, 2012.

Procedure: Treasurer will mail the Annual Assessment Invoices on April 30 for delivery on May 1. Any homeowner who remains delinquent from the previous year will receive the Annual Assessment Invoice by Registered Mail with a note advising the homeowner of the delinquency. The notice will state TCA's By-Laws and the Board's policy and urge compliance. If the homeowner does not respond in a positive fashion within 30 days after the due date (May 31) as stipulated in the By-Laws, a Memorandum of a Lien against the homeowner's property **will be filed by the Virginia Registered Agent of the Tanglewood Community Association, after approval by the TCA Board of Directors in session.**

Source: Motion Adopted (5 - 0) by the TCA Board of Directors at its regular meeting on April 12, 2012.

2. Board of Directors Minutes Approval Procedure

By-Laws Authority:

*Article IV., Section 8. **Regular Meetings.** Regular meetings of the Board of Directors may be held at such time and place within the County of Fairfax as shall be determined by a majority of the directors, but at least two such meetings shall be held annually. Notice of regular meetings of the Board of Directors shall be given to each director by the Secretary of the Corporation at least three (3) days prior to the day named for such meeting.*

*Article IV., Section 11. **Quorum and Manner of Acting.** At all meetings of the Board of Directors, three (3) directors with voting rights shall constitute a quorum for the transaction of business, and the acts of a majority of all directors of the Corporation having voting rights shall be the acts of the Board of Directors.*

*Article V., Section 6. **Secretary.** The Secretary shall: record the minutes of all meetings of the Board and of the Members; keep and read the minutes; be custodian of the records and papers of the Corporation; prepare the agenda for all meetings; call the roll; serve notice of all meetings; keep current records showing the members of the Corporation together with their addresses; keep the corporate seal and affix it to all papers requiring said seal; and perform such other duties as may be required by the Board or Directors.*

*Article V., Section 7. **Treasurer.** The Treasurer shall: be the custodian of all funds of the Corporation; receive and disburse all funds as directed by the Board of Directors; give an itemized report of receipts and disbursements at business meetings; send out dues notices; co-sign all checks and promissory notes for the Corporation; keep proper books of account; prepare a financial report to be presented at the annual meeting; and deliver a copy of all reports to the President and the Secretary to be available for perusal of the members.*

*Article IX., Section 5. **Rules of Order.** Except as specified by these By-Laws or the Articles of Incorporation, Roberts Rules of Order shall prevail.*

Policy: TCA Board of Directors **meeting minutes** shall reflect Roberts Rules of Order elements and will be approved by the Board in Session, before posting to the public website, as a matter of Board policy. Post-meeting coordination of Board approval may be used in special situations, as determined by the President, so long as a written record is maintained. Only required Roberts Rules elements should be posted to Public Website (Times, date, location, Attendees, Motions made and seconded, motion results, etc.) Public disagreement and scolding will not be published, unless moved and approved by the Board. There can be informal notes with more detail that are not made public, but kept with the Board members' personal papers. *Source: Motion Adopted (4-0) by the TCA Board of Directors at its regular meeting on March 8, 2012.*

Procedure: The President will develop a policy/procedures manual that includes Board Meeting Minutes policy and procedures. Such manual should describe, "How we do business." A business process for the Board should be written down to guide this and future Boards. Written minutes will sent to BOD by the Secretary within 10 days of each meeting; Directors will return the minutes with changes within 10 days of receipt so they

can be compiled as final minutes and provided to BOD members at least 3 days before the next meeting; The Final Minutes will be read and/or approved by the BOD in Session at its next meeting for public posting.

Source: Motion Adopted (5 - 0) by the TCA Board of Directors at its regular meeting on April 12, 2012.

3. AUDIT PROCEDURES

By-Laws Authority:

*Article V., Section 4. **President.** The President shall: preside at all meetings; establish all committees and appoint chairpersons thereof; co-sign all checks and promissory notes; vote to break a tie in any voice or roll call vote; and cause an audit of the Corporation books at the end of each calendar year.*

*Article IX., Section 3. **Audit.** The President shall cause an annual audit of the Corporation as provided in Article V, Section 4 of these By-Laws.*

Policy: The President will cause an audit of the prior year's books to be accomplished not later than the date of the March Board of Directors Meeting.

Source: Motion Adopted (5 - 0) by the TCA Board of Directors at its regular meeting on April 12, 2012.

Procedure: The Treasurer will, at the end of the calendar year, provide the financial papers of the association, or facsimiles thereof, (including Annual Treasurer's Report, the approved budget summaries, checkbook registers, first and last bank statements for the year, invoices, deposit summaries, Treasurer generated correspondence, etc.) to the auditor appointed by the President. Such papers may be provided in paper or digital format. The Audit will normally be completed not later than March 5th, or the date of the March Board of Directors meeting, which ever is earliest. The President will normally present a certification of the audit to the Board at its March meeting.

Source: Motion Adopted (5 - 0) by the TCA Board of Directors at its regular meeting on April 12, 2012.

TCA Board of Directors Policies and Procedures Manual Update Approved January 10, 2013 (to be added to the Manual Dated April 12, 2012):

4. TCA Board of Directors Advertising Policy

BOD Advertising Policy Proposal Discussion, Submitted January 10, 2013:

"The Tanglewood Board of Directors has determined that it will not support the placement of Paid Advertising or Commercial hyperlinks on the tcavienna.org website, or in the Tanglewood News newsletter. This policy recognizes the costs and complexity

of screening, vetting and displaying ads, and the collection, control and handling of funds from advertisers. These costs outweigh the benefits to the association as well as complicate the tax status and tax return filing procedures and costs of the association. Accordingly, the previous BOD policy on Advertising for the Newsletter as published in the BOD Article in the 2007 TCA Newsletter Edition is hereby Withdrawn.” Source: Motion Adopted (4 - 0) by the TCA Board of Directors at its regular meeting on January 10, 2013.

TCA BOD Advertising Policy, Effective January 10, 2013:

The Tanglewood Board of Directors has determined that it will not support the placement of Paid or Unpaid Advertising or Commercial hyperlinks on the tcavienna.org website, or in the Tanglewood News newsletter. *Source: Motion Adopted (4 - 0) by the TCA Board of Directors at its regular meeting on January 10, 2013.*

**Moved: __Jensen__ Second: __Logan__ Vote: __4-0__ (Passed/Failed)
Regular BOD Meeting, January 10, 2013**

REMOVED LANGUAGE (QUOTE thru UNQUOTE) to be deleted from the Website:

[Prior BOD Advertising Policy] (Source: BOD Article in TCA Newsletter, 2007 Edition; **WITHDRAWN** by BOD on January 10, 2013.)

QUOTE:

Interested in Advertising in the Newsletter?

The TCA board came up with the following advertising guidelines.
Three basic categories of ads are available, including:

- 1) Residents, advertising a free item or a non-profit event (like a birthday). No charge. Up to 25 words.
- 2) Residents, advertising a professional service or item for sale. 20 cents a word. Up to 50 words.
- 3) Non-residents, advertising a business. \$1.00 per word, 50 word limit.

Graphics: minimum fee \$5.00, at the discretion of the newsletter editors. Editors may resize graphic to fit newsletter format.
Phone numbers and web site addresses are each considered one word.

All advertising information, both text and images, are to be digitally submitted.

TCA reserves the right to refuse advertising deemed unsuitable for a neighborhood newsletter. TCA provides advertising as a service to its homeowners but does not endorse any businesses listed herein.

Any income above \$100.00 a year is taxable. Advertising money will go into TCA's general fund and will be used for park maintenance and other approved community projects.

To submit an advertisement to the newsletter, **email your information to the TCA President at president@tcavienna.org; payment should be sent to TCA, c/o Treasurer, P.O. Box 1942, Vienna, VA 22183.**

Payment must be received prior to the ad being run. Notification of submission deadlines will be emailed prior to the next publication of the newsletter.

UNQUOTE (Source: BOD Article in TCA Newsletter, 2007 Edition; WITHDRAWN by BOD on January 10, 2013.)

5. BOD Policy on the Administration of TCA Parklands and Common Property

a. Disposition of Downed Trees owned by the Tanglewood Community Association

It is the policy of the TCA Board that trees owned by TCA or by TCA homeowners adjacent to TCA-owned common lands will be managed in accordance with the laws of the State of Virginia. Precedence in law and practice is occasionally cited for fallen trees, noting that the property owner receiving a downed tree onto his property is responsible for the cost of it's removal.

Regarding the tree top landing in Harris/Borden's back yard in summer of 2012, there was much discussion at the BOD. President Carl had also visited the scene and talked to the homeowner. A recent article about trees falling into neighbor's yards (from the Washington Post) was introduced by Carl into the discussion (At the August 9, 2012 BOD Meeting.) As the article clearly stated, and as was already understood by the board members present, the responsibility for removing fallen trees from one's back yard lies with the homeowner, even if the tree is rooted in a neighbor's yard (in this case the "neighbor" is the TCA Parkland). The homeowner's insurance generally covers any damage, but this varies by the existing policy.

TCA is not intending to escape responsibility for paying its just costs, but the association has not budgeted for the financial costs that are normally borne by its neighbors, the TCA homeowners. Should the TCA Membership decide that their association should, in the future, pay the costs of removing all downed TCA trees that fall onto the 30 properties lying adjacent to the common parkland, then we must act to levy Special

Assessments onto the 149 TCA member properties as required, or, to increase the annual budget to provide for this contingency and adjust the annual assessment accordingly. It is current policy of the TCA Board to react to its 30 adjacent neighbors just as the other 119 TCA properties are expected to react to their neighbors by current Virginia State law, with regard to downed trees.

Moved: __Jensen__ Second: __Logan__ Vote: __4-0__ (Passed/Failed)

(Source: TCA BOD Meeting on January 10, 2013.)

b. Responsibility to Act on Hazardous or Dangerous Trees on Adjacent Property

TCA will take corrective action when a hazard is identified on association property. If a potentially hazardous tree is reported to any member of the board, then that board member shall notify the TCA Parks Director of the potential hazard. The TCA Parks Director will act to obtain professional estimates and recommendations on such trees.

Moved: __Jensen__ Second: __Grant__ Vote: __4-0__ (Passed/Fail)

(Source: TCA BOD Meeting on January 10, 2013.)

A motion was made by Secretary Meister as follows:

“ If a tree falls from the TCA Parklands into a neighbor’s property, the TCA is responsible only for that portion of the tree which is in the TCA Parklands. The property owner is responsible for that portion of the tree which is inside their property. The property owner must not dispose of the leaves, branches, or trunk of such tree in the TCA Parklands, but rather take advantage of the Fairfax County Solid Waste Management Program’s Special Collection or MegaBulk service which are available to all TCA Homeowners to remove said debris.”

The motion was seconded by Rep. Lawton and passed unanimously. *(Source: Minutes of TCA BOD Meeting of August 9, 2012)*

Further discussion on trees mentioned the possibility in the future of hiring an arborist to survey areas of the park frequented by residents and visitors to spot trees in need of trimming or removal. When a tree has fallen in the Parkland the decision as how it is to be handled is to be made by the Parks Director on a case by case basis. *(Source: Minutes of TCA BOD Meeting of August 9, 2012)*

It is to be hoped that neighbors and friends of the persons affected by such tree falls will step forward to assist them as has often happened in the past.

The TCA stands ready to assist its members in seeking community assistance if needed. (Source: Minutes of TCA BOD Meeting of August 9, 2012)

c. TCA Policy on Volunteer Labor Within Tanglewood Parkland

Discussion at BOD Meeting on October 17, 2012:

The Board discussed the issue of Members doing labor in our park and creating a liability for TCA. The Park Director relies on volunteer labor for park cleanup work and to save budgeted funds for the heavy jobs requiring outside contract labor. Therefore, members have routinely performed work in the park in the past. (Source: Minutes of TCA BOD Meeting of October 17, 2012)

A Motion was offered by: Jensen Second by: Logan Approved: 5-0, as follows:

QUOTE:

“Volunteer Labor on Tanglewood Parkland. The Board sees no issue arising from a Member working in the park, so long as all such work is performed voluntarily and is under the supervision/control of the TCA Park Director. NO WORK WILL BE PERFORMED in our park that is not both approved by and controlled by the TCA Park Director. The Board of Directors hereby affirms a policy that any Member may volunteer to work within TCA owned park/common lands, so long as such work is approved by and controlled by the TCA Park Director.”

UNQUOTE

(Add to Policy Manual; Source: Minutes of TCA BOD Meeting of October 17, 2012)

Motion to Approve this entire Update:

Moved: Logan Second: Grant Vote: 4-0 (PASSED/FAILED)

Date: Jan. 10, 2013

Appendix #1 to TCA BOD Policy Manual – Reference material to assist in the conduct of meetings and in minutes preparation under Roberts Rules of Order (intended as examples for reference only).

Welcome to www.parlipro.org

The Minutes:

The record of the proceedings of a deliberative assembly is usually called the Minutes, or the Record, or the Journal. In the meetings of ordinary societies, there is no object in reporting the debates; the duty of the secretary, in such cases, is mainly to record what is "done" by the assembly, and not what is said by the members. The minutes should show:

- Kind of meeting, "regular" (or stated) or "special," or "adjourned regular" or "adjourned special";
- Name of the organization or assembly;
- Date/time of meeting and place, when it is not always the same;
- The fact of the presence of the regular chairman and secretary, or in their absence the names of their substitutes,
- Whether the minutes of the previous meeting were read and approved, or approved as corrected, and the date of the meeting if other than a regular business meeting;
- All main motions (except such as were withdrawn) and motions that bring a main question again before the assembly, stating the wording as adopted or disposed of, and the disposition--including temporary disposition (with any primary and secondary amendments and adhering secondary motions then pending;
- Secondary motions not lost or withdrawn where needed for clarity of the minutes;
- Previous notice of motions;
- Points of order and appeals, and reasons the chair gives for the ruling;
- Time of adjournment.

Generally the name is recorded of the mover, but not of the seconder, unless ordered by the assembly. When corrections to the minutes are made by the assembly, the corrections are made in the written text of the minutes being approved, and the minutes of the meeting where they are corrected merely state that the minutes were approved "as corrected" ♦, without actually stating the details of those corrections.

The secretary should sign the minutes, and in some societies the minutes are also signed by the president. When the minutes are approved, the word "Approved" should be written on the minutes with the secretary's initials and the date.

The essentials of a record should be entered, as previously stated, and when a count has been ordered or where the vote is by ballot, the number of votes on each side should be entered. When the voting is by roll call, a list of the names of those voting on each side

should be entered, and those answering “Present” ♦, and enough names of those present, who fail to respond, to reflect that a quorum was present.

Where the regular meetings are held weekly, monthly, or quarterly, the minutes are read at the opening of each day's meeting, and, after correction should be approved. Where the meetings are held several days in succession with recesses during the day, the minutes are read at the opening of business each day. If the next meeting of the organization will not be held for a long period, as six months or a year, the minutes that have not been read previously should be read and approved before final adjournment. If this is not practical, then the executive committee or a special committee should be authorized to correct and approve them. A special meeting does not approve minutes, and its minutes should be approved at the next regular meeting.

When the reading of the minutes is dispensed with they can afterwards be taken up at any time when nothing is pending. If not taken up previously, they come before the assembly at the next meeting before the reading of the later minutes....

For additional information, refer to [RONR](#) 10th ed. pp. 451-458.

Robert's Rules says that all MAIN motions should be shown in the minutes. However, at a meeting, the secretary will have a need to record nearly all motions and what was done (their disposition), recording details that are not intended to show up in the final draft to be submitted for approval at the next regular meeting.

These notes will then be edited and condensed so that secondary motions, e.g. amendments, are not listed separately in the minutes, but are incorporated into the final wording that is the exact same wording used by the chair in putting the question to a vote and/or otherwise disposing of the main motion. The final draft will show all MAIN motions, as amended, and will not show the evolution of the wording of a motion during its amendment. Thus, a half-dozen handwritten pages may become a single typewritten page.

For example, the final draft minutes may be worded as follows:

After amendment, a motion by H.M. Robert was adopted, "that the club purchase a new laptop computer for use by the secretary in preparing minutes and other correspondence, at a cost not to exceed \$2,500."

The fact that the motion was amended is mentioned only parenthetically, without providing details.

3.2 MEETING MINUTES

What to Include: *Robert's Rules of Order*, a manual for running nonprofit organizations, explains that minutes are a record of what was done at the meeting, not what was said. At a minimum, minutes should include:

1. Name and kind of meeting. Is it a regular board meeting, an annual meeting, a meeting of the housing committee or a special meeting. If it is a special meeting, attach a copy of the meeting notice given to members.
2. Date, place, and time that the meeting began and ended.
3. Names of the chair and secretary or their substitutes.
4. Names of voting members attending and whether a quorum was present. You may circulate a sign-in sheet and attach it to the minutes.
5. Names of guests and their subject matter.
6. Whether minutes from the previous meeting were approved or corrected.
7. Motions made. You must record:
 - * the exact wording of the motion
 - * who made the motion
 - * the result of the vote
8. Reports. Record the name of the report, the name of the member presenting it, and any action taken on the report. If the report was in writing, attach it, or tell where it may be found. An oral report may be summarized briefly.
9. Other actions, assignments and deadlines, resolutions, and recommendations can be briefly recorded.
10. Secretary's signature once the minutes have been approved.

Summarizing Discussions

Some boards may opt to go beyond the basics and include additional items. For example, a summary of a discussion can give a more complete picture of the meeting. This can be helpful to members who could not attend the meeting and to those looking back at the historical record of the organization. Summaries, if included in the minutes, should be balanced and include major opposing viewpoints, even if they are not adopted.

What to Leave Out

The minutes are a factual record of business. Do not include:

- * Opinions or judgments: Leave out statements like "a well done report" or "a heated discussion."
- * Criticism or accolades: Criticism of members, good or bad, should not be included unless it takes the form of an official motion. Thanks or expressions of appreciation should only be included if there was a clear consensus of meeting participants. (For example, by applause.)
- * Discussion: If the organization has opted to include discussion summaries, do not personalize it by recording the views of individuals.
- * Extended rehashing of reports: Just hit the highlights or key facts, particularly if a written report is attached.

Approving the Minutes

Minutes do not become official until they are read and approved by formal vote. They should be read by the Secretary at the next regular meeting. The Chair then asks for corrections and additions, and calls for a vote.

Members may agree to skip reading the minutes aloud if members have had enough advance time to read them. Send a draft of the minutes to members before the meeting. This is a good way to save time, while also helping members prepare for the meeting.

Confidential Items

Occasionally a meeting calls for confidentiality, such as when sensitive personnel matters are being handled. In that case, the board may vote to go into executive session, restricting participation to members and invited guests only. The minutes of an executive session are read and approved only by those members attending the executive session. If they wish, the participants may opt to make the minutes available to all members, but the discussion must remain confidential. Executive session minutes are kept separate from regular minutes.

END

Appendix 1 to TCA BOD Policy Manual

Appendix #2 to TCA BOD Policy and Procedures Manual, updated January 10, 2013.

(Insert here, the Washington Post Article on Downed Trees.)