

BALDWIN OAKS HOMEOWNERS ASSOCIATION, INC.

RESOLUTION NUMBER TWO

Relative to Inspection of Association Books and Records by Members

WHEREAS, Article IV, Section 1 of the By-laws provides that the affairs of the Association shall be managed by a Board of three(3) directors; and

WHEREAS, Article VII, Section 2 of the By-laws provides that it shall be the duty of the Board to cause to be kept a complete record of all its acts and corporate affairs; and

WHEREAS, Article X of the By-laws provides that the books, records, and papers shall be subject to inspection and that the Association's governing documents shall be available for inspection, and for purchase of copies at reasonable cost; and

WHEREAS, Article 15, Section 13.1-932-934, of the Virginia Non-Stock Corporation Act provides what records a Corporation must keep and how the records may be inspected by members; and

WHEREAS, there is a need to establish reasonable and orderly procedures for the inspection and copying of the Association's books and records by members;

NOW THEREFORE, be it resolved that the Board of Directors duly adopts the following resolution relative to inspection of the books and records:

1. Subject to the provisions of Section 2 and 3 herein, all books and records kept by or on behalf of the Association shall be available for examination and copying by a member in good standing or his authorized agent.

2. A member in good standing or his agent shall be defined as:
  - a. a holder of title to a lot in Baldwin Oaks regardless of the duration of such membership,
  - b. one whose financial obligations are current or no more than thirty (30) days in arrears
  - c. Agent shall be a person so designated in writing by a member in good standing who may act on behalf of said member for the stated purpose only.
3. Notwithstanding the provisions of Section 1 herein, books and records kept by or on behalf of the Association may be withheld from inspection to the extent that they concern:
  - a. personnel records,
  - b. an individual's medical records
  - c. records relating to business transactions that are currently in negotiation
  - d. privileged communications with legal counsel
  - e. complaints against an individual member of the Association
4. The right of inspection of the books and records shall be exercised only during reasonable business hours or otherwise at a time mutually convenient to the member requesting such access and the representative of the Association charged with keeping the records desired for inspection, whether this be a member of the Board of Directors, or the Managing Agent.
5. To request inspection of the books and records, the member making the request must:
  - a. submit the request in writing, allowing five (5) days from the date that one could reasonably expect a request to be received by the recipient

- b. describe with reasonable particularity the purpose of the inspection and the records to be inspected
  - c. the request must be made in good faith and for proper purpose, and the records to be inspected must be directly connected with the stated purpose.
6. Unless otherwise stated, the office of the Association's managing agent shall be the location of the official books and records of the Association.
7. a. The Association may impose and collect a reasonable charge prior to providing copies of any books and records. These charges are subject to periodic review by the Board of Directors who may, within reason, modify the charges not more frequently than annually, and need not provide any notification of such modification to the members other than by duly noting the modifications in the minutes of the meeting at which such charges were modified. Any such charges shall reflect actual costs of materials and labor for producing such copies.
- b. Upon adoption of this Resolution, the charges for copying of Association records shall be:
- i. Articles of Incorporation, By-laws, and Declaration of Covenants, Conditions, and Restrictions: \$10 each document, \$25 all three
  - ii. ACC Guidelines: \$10
  - iii. General correspondence, contract copies, other records: \$.20 per page
  - iv. Photographs, blue prints - industry costs for reproduction, plus labor

- c. Under no circumstances shall copies of original records be given to a member for any purpose, including that member taking the records to another location for copying.
- d. Payment for copies of records shall be made at the time records are provided. Should payment for records be returned for insufficient funds or any other reason which shall negate the Association's receipt of the applicable payment, then the charge for the copying, returned check charges, and any other costs of collection shall be levied against the offending member's account and collected in accordance with Resolution Number One, Procedures Relative to Assessment Collection.

Baldwin Oaks Homeowners Association, Inc.

By: \_\_\_\_\_

David Onks, President

Board of Directors

I hereby certify that the foregoing resolution was duly adopted at a regular meeting of the Board of Directors of the Baldwin Oaks Homeowners' Association this \_\_\_\_\_ day of \_\_\_\_\_ 1989.

Attest:

\_\_\_\_\_  
Cara Summerfield, Secretary