

**HICKORY CLUSTER ASSOCIATION**

**TYPE: General**

**RE-ADOPTED: April 19, 2017**

**Resolution #11**

**BOOK OF RESOLUTIONS**

**Goodman Fund**

WHEREAS, Article IV, Section 1, of the Bylaws states "the affairs of the corporation shall be managed by its directors." Therefore, the Board of Directors may do all such acts and things except as by law, by the Virginia Property Owners Association Act, by the Declaration or by these Bylaws may not be delegated to the Board of Directors by the Lot Owners.

NOW THEREFORE, BE IT RESOLVED THAT:

The Board of Directors hereby establishes a segregated Fund, to be known as the Goodman Fund after Charles Goodman, the architect who designed Hickory Cluster.

**I. Purposes of the Goodman Fund**

The Goodman Fund will have two purposes:

- (1) To improve and maintain the common area, and
- (2) To develop and disseminate information on the aesthetics and history of Hickory Cluster.

The Goodman Fund's activities to achieve these purposes will be constrained by the scope limitations described in Section V. of this Resolution.

**II. Source of monies for the Goodman Fund**

The monies in the Goodman Fund will come from

- (1) Private donations. Until further notice, such donations will NOT be deductible from donors' income taxes as charitable contributions. Donations should be made to "HCA -- Goodman Fund." And
- (2) Allocations made by the Board of Directors, from general Hickory Cluster funds, for specific projects of the Goodman Fund.

**III. Operations of the Goodman Fund**

The monies in the Goodman Fund will be kept in a separate, interest bearing account, will be used only for the purposes of the Goodman Fund, and will be subject to separate accounting.

Expenditure of these monies will be subject to the decision of the Board of Directors after taking account of the recommendation of the Goodman Fund Committee.

These monies may not be used for fund-raising. Fund-raising will be accomplished through voluntary activities or with monies from general Hickory Cluster funds.

Modifications to the common area will be subject to the approval procedures specified in the Bylaws and by the Reston Design Review Board.

The Board of Directors may decide at any time to dissolve the Goodman Fund. In that event, the balance of the Fund's monies will be spent on approved activities.

#### IV. Goodman Fund Committee

The Goodman Fund Committee is hereby established pursuant to Article VI of the Bylaws. The Committee will consist of five members:

- At least two members will be Hickory Cluster Directors, appointed by the Board of Directors.
- Two members will be Hickory Cluster homeowners, elected by a plurality of donors to the Goodman Fund of at least \$100 in the previous calendar year.
- One member, not necessarily a Hickory Cluster home owner, will be appointed by the Board of Directors. The Board of Directors will give preference for individuals who, by their donations or other activities, have made a major contribution to Hickory Cluster.

The members of the Goodman Fund Committee will serve staggered three year terms.

The Board of Directors will appoint the initial five members of the Goodman Fund Committee and will set their staggered terms. The Board of Directors will set annual elections for the posts vacated by Goodman Fund Committee members whose terms expire in a given year and who are to be elected by Goodman Fund donors. In the event of the resignation or incapacity of a member of the Goodman Fund Committee, the Board of Directors will appoint an individual to serve the remainder of the member's term.

At regular Board of Director meetings a member of the Goodman Fund Committee will report on its activities and its recommendations.

#### V. Scope of activities of the Goodman Fund

The monies of the Goodman Fund may be spent only on projects authorized by the Board of Directors. Initially, these projects will be limited to the following:

- Improvement and maintenance of the natural features of the common area, including trees, other flora, waterways, and ponds.
- Seating, signage, lighting, and pathways in the common area.
- Outdoor visual arts exhibits in the common area.
- Security for the above. And
- Development and dissemination of educational information on the aesthetics and history of Hickory Cluster -- including research; seminars; tours; written, recorded, and broadcast materials; and websites.

The Board of Directors may authorize the addition of projects to this list.

**HICKORY CLUSTER ASSOCIATION**

**TYPE: General**

**DATE ADOPTED: July 21, 1999**

**Resolution #11**

**BOOK OF RESOLUTIONS**

**Goodman Fund**

HCA President  Date 12/25/99

HCA Secretary  Date 7/21/99

**HCA Board:**

- |                  |                |
|------------------|----------------|
| David Kever      | President      |
| Sibylle Schumann | Vice President |
| Richard Speier   | Secretary      |
| Chris Freeman    |                |
| Robert Laird     |                |
| Larry Stipek     |                |
| Kevin Wolcott    |                |