

MEADOWS AT MORRIS FARM COMMUNITY ASSOCIATION

ADMINISTRATIVE RESOLUTION NO. 1-2021

Procedures Relating to Annual, Board and Committee Meetings held Electronically and Electronic Voting

WHEREAS, Section 4.1 of the Association's Bylaws provides that the Board of Directors ("Board") shall have all of the powers and duties necessary for the administration of the affairs of the Association and may do all such acts and things as are not required by the Virginia Property Owners' Association Act ("Act") or that the Association's Declaration, Bylaws, or Articles ("Association Documents") require to be exercised and done by the Association; and

WHEREAS, Section 4.1 (4) of the Bylaws further provides that the Board shall have the power to adopt any reasonable Rules and Regulations not inconsistent with the Act or the Association Documents; and

WHEREAS, Section 3.3 (a) of the Bylaws requires that voting (except for the election of directors which shall be by written ballot) at a meeting be by voice vote unless the presiding officer determines otherwise or any member present at the meeting requests, and a Majority Vote of the members consent to, a vote by written ballot; and

WHEREAS, Section 3.4 of the Bylaws provides that votes may be cast in person or by proxy, and such proxy may be instructed or uninstructed as well as establishes limitations on who may cast specific numbers and kinds of proxies; and

WHEREAS, Section 55.1-1832 (A) of the Act, effective July 1, 2021, provides that unless the declaration expressly provides otherwise, (i) any notice required to be sent or received, or (ii) any signature, vote, consent or approval required to be obtained under any declaration or bylaw provisions or any provision of the Act may be accomplished using electronic means; and

WHEREAS, Section 55.1-1832 (B) of the Act, effective July 1, 2021, provides that lot owners and those entitled to occupy a lot may perform any obligation or exercise any right under any declaration or bylaw provision or any provision of the Act by use of electronic means; and

WHEREAS, Section 55.1-1832 (D) of the Act, effective July 1, 2021, further provides that voting, consent to, and approval of any matter may be accomplished by electronic means provided that a record is created as evidence of such vote, consent, or approval and maintained as long as such record would be required to be maintained in nonelectronic form; and

WHEREAS, Section 55.1-1832 (F) of the Act, effective July 1, 2021, states:

Any meeting of the association, the board of directors, or any committee may be held entirely or partially by electronic means, provided that the board of directors has adopted guidelines for the use of electronic means for such meetings. Such guidelines shall

ensure that persons accessing such meetings are authorized to do so and that persons entitled to participate in such meetings have an opportunity to do so. The board of directors shall determine whether any such meeting may be held entirely or partially by electronic means.

WHEREAS, Section 55.1-1832 (G) of the Act, effective July 1, 2021, further provides that if any person does not have the capability or desire to conduct business using electronic means, the Association shall make available a reasonable alternative, at its expense, for such person to conduct business with the Association without use of such electronic means; and

WHEREAS, Section 55.1-1815(H) of the Act, effective July 1, 2021, states: Unless expressly prohibited by the governing documents, a member may vote at a meeting of the association in person, by proxy, or by absentee ballot. Such voting may take place by electronic means, provided that the board of directors has adopted guidelines for such voting by electronic means. Members voting by absentee ballot or proxy shall be deemed to be present at the meeting for all purposes; and

WHEREAS, Section 13.1-844.2 of the Nonstock Corporation Act permits the Board of Directors to dictate that the annual meeting shall be held by means of remote communication provided that Articles of Incorporation or Bylaws do not require the annual meeting to be held at a place; and

WHEREAS, Section 13.1-844.2 of the Nonstock Corporation Act provides that if the Board so elects to hold an annual meeting remotely, the members participating by means of remote communication shall be deemed present and may vote at such a meeting if the corporation has implemented reasonable measures to: (1) verify that each person participating remotely is a member or a member's proxy; and, (2) provide such members a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting, substantially concurrently with the annual meeting; and

WHEREAS, the Association's Bylaws do not prohibit conducting meetings of the board, committee or members of the Association via electronic means and therefore, the Board of Directors deems it appropriate to adopt rules for the conduct of virtual board, committee and member meetings for when the Board deems virtual or electronic format to be appropriate.

NOW, THEREFORE, IT IS HEREBY RESOLVED THAT the Board duly adopts the following rules and policies:

I. ELECTRONIC BOARD AND COMMITTEE MEETINGS

- a. The Board shall determine whether meetings of the Board and/or Committees shall be held entirely or partially by electronic means.
- b. When the Board determines Board or Committee meetings will be held by electronic means, the platform for Board or Committee meetings, whether by conference call number, or other electronic means shall be announced in the

meeting notice. All notices of Board and/or Committee meetings will advise Owners of the means and methods for participating in the meeting electronically. The platform will allow all Owners to hear the proceedings, substantially concurrent with the proceedings.

- c. Owners will be required to validate their ownership before being able to attend the Board or Committee meeting. The best means of Owner validation shall be determined by the Board.
- d. Except for the election of officers, the Board shall not vote by secret or written ballot in an electronic meeting of the Board.
- e. Committees and the Board may convene in executive session (without Owners present) as set forth in §55.1-1816 (C) of the Act. When the Board or Committee enters executive session, owners will be moved to a virtual waiting room or otherwise removed from the electronic meeting platform for the duration of executive session. Owners may return to the open session meeting after the Board exits executive session.
- f. The Board or Committee shall establish a period for Owner open forum during the meeting. Owners' microphones may be muted by the meeting administrator at all other times.
- g. If an Owner is unable or does not wish to participate electronically in a Board or committee meeting, but does want to attend, the Owner must provide management notice of the same at least 36 hours in advance of the scheduled meeting to provide a reasonable alternative method for participation in the meeting.

II. ELECTRONIC MEMBERSHIP MEETINGS

- a. The Board has the authority to determine whether any membership meeting of the Association shall be held entirely or partially by electronic means.
- b. When the Board determines membership meetings will be held by electronic means, the platform for the membership meeting, whether by conference call number or other electronic means shall be announced in the meeting notice, including the means and methods for participating in the meeting electronically. The platform will allow all Owners to hear the proceedings, substantially concurrent with the proceedings and to participate in the meeting.
- c. Owners will be required to validate their ownership before being able to attend any membership meeting. Validation procedures will depend on the platform used but may include unique voting codes or other identifying features to ensure that the person participating is an Owner or an Owner's proxy.

- d. If an Owner is unable or does not wish to participate electronically in a membership meeting, but does want to attend, the Owner must provide management notice of the same at least 36 hours in advance of the scheduled meeting to provide a reasonable alternative method for participation in the meeting.
- e. At any electronic meeting where candidates are to be elected to the Board, a nominating petition must be submitted to the Elections Committee at least 20 days prior to the annual meeting, or such greater number of days as determined and announced by the Board (the "Nomination Deadline"). Nominating petition must be submitted by the Nomination Deadline to have their name included on the ballot and proxy forms. Nominations will not be taken from the floor at the meeting unless there are insufficient candidates to fill vacant positions.
- f. Any disruptive conduct during a meeting shall result in the disruptive Owners' microphones being muted by the meeting administrator.

III. **Voting Guidelines** -

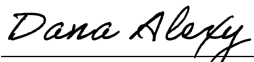
- a. At any meeting held partially or wholly electronically, Owners are entitled to vote thereat may do so in person, by proxy, or by absentee ballot and may be by electronic means in accordance with these guidelines.
- b. Proxy Voting. Members shall be permitted to vote by proxy. A proxy may be instructed (directing the proxy how to vote) or uninstructed (letting the proxy decide how to vote). Only instructed proxies may be granted to the managing agent.
 - i. No Person other than a Mortgagee, the managing agent, or an Officer of the Board shall cast votes as a proxy for more than five Lots not owned by such Person.
 - ii. No Officer shall cast votes as an uninstructed proxy for more than five Lots not owned by such Officer.
 - iii. Proxy designation shall be: in writing; dated; signed by the Owner; shall be valid for 11 months unless a longer time period is provided in the proxy; and shall be filed with the Secretary of the Board prior to the proxy submission deadline circulated with the meeting notice and/or proxy form. No proxies will be accepted after the proxy submission deadline.
 - iv. A proxy designation shall be deemed revoked only upon actual receipt by the person presiding over the meeting of notice of revocation from the Owner. Owners voting by proxy shall be deemed to be present at the meeting for all purposes.

- c. Absentee Voting. Members shall be permitted to vote by absentee ballot. The ballot must be submitted by the ballot submission deadline circulated with the meeting notice or ballot distribution. No ballots will be accepted past the ballot submission deadline. Owners voting by ballot shall be deemed to be present at the meeting for all purposes.
- d. In Person Voting. The Board shall establish procedures for voting at the meeting and that process shall be disclosed in the notice of the annual meeting.
- e. Electronic Voting.
 - i. The Board may designate an electronic platform for voting by proxy, absentee ballot or in person. The notice of meeting will include information on the chosen platform, how to cast votes, and the duration of the voting period. Any Owner who cannot or does not want vote by electronic means may contact the Managing Agent for a paper ballot.
 - ii. The notice shall advise Owners when voting platform will be available for voting.
 - iii. Validation procedures for submission of votes electronically will depend on the electronic platform used to ensure that the person voting is an Owner or an Owner's proxy.
- f. Miscellaneous.
 - i. All virtual platforms used by the Association will be capable of creating a record maintainable by the Association as evidence of such Owner's vote, proxy and attendance.
 - ii. Proxies and absentee ballots will be maintained by the Association in due course.
 - iii. If person presiding over the meeting chooses to appoint inspectors of election, the appointment of inspectors of election shall be deemed satisfied by: (1) the use of the electronic platform selected by the Board to track the electronic votes and proxies and (2) the delegation to the Managing Agent or other person determined by the Board to collect any paper proxies and ballots.
 - iv. If necessary, announcement of voting results may be delayed until after the meeting to tabulate the various voting methods. Voting results will be released as soon as possible by the means most accessible to most members.

IV. **DEFINITIONS** - The capitalized terms used in this document shall have the meanings set forth in the Association's Documents unless otherwise defined herein.

The effective date of this Resolution shall be July 1, 2021. On July 1, 2021, this Resolution shall supersede and replace all prior resolutions regarding virtual meetings.

Meadows at Morris Farm Community Association



Dana Alexy, President

FOR ASSOCIATION RECORDS
CERTIFICATION

I hereby certify that a copy of the foregoing Resolution was distributed to all owners via posting to the Association's web site this _____ day of _____, 2023.

Holly Gibson, Community Manager

