

RESOLUTION NO. 2021- 01

(Procedures Relating to Meetings of Board, Committees, and Members
Conducted on Electronic Platforms)

WHEREAS, the Virginia Code permits associations to use electronic means to conduct voting and remote meetings; and

WHEREAS, the Virginia Code requires associations to adopt procedures for electronic voting and remote meetings, including guidelines for record-keeping and participation by members.

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

- A. The Board has the authority to determine whether meetings or votes of the Board, Committees, and the Membership will be conducted wholly or partially by virtual or electronic means, including the specific platform. The Board must provide reasonable and advance notice to the members whenever it determines to conduct meetings virtually or electronically. Such notice may include bulletins or announcements disseminated through Association websites accessible to members or disseminations via emails to registered accounts of members and posted signs at the entrance to association residence areas. All notices of such meetings or votes must advise the members about how to join or participate, including clear instructions about any voting that members will have the right to exercise. The platform for remote meetings must allow all members to hear or see the proceedings contemporaneously and to speak at the appropriate time.
- B. Participants will be required to validate their membership in a manner satisfactory to the Board before being able to join or participate in any meeting.
- C. Meetings that are announced in the notice of meeting as hosted “in-person” with a designated physical location may also be broadcast through virtual or electronic means.
- D. With respect to any virtual membership meeting when the Association will conduct an election:
 - a. Nominations will be made in advance of the meeting by an Elections Committee if one is appointed by the Board. The Committee, or in the event no Committee is appointed, the Board, will mail a candidate form or a Call for Candidates. Any eligible member interested in serving on the Board may submit their candidacy statement/ Call for Candidates form for consideration by the Board and/or Committee. Nominations will not be accepted from the floor unless the Elections Committee or Board is unable to identify and nominate enough candidates to fill all vacant positions open in the election.
 - b. Candidates must ensure that the Committee or Board receives all forms and candidacy statements by the date and time and in the format specified in the notice

or any subsequent deadline, if extended by the Committee or Board. When mailing the notice of meeting to the membership, the Association will include all names of nominated members and candidacy statements submitted by qualified candidates who timely submit their forms and statements. The Association will also include their names on the voting materials. Late submissions will not be accepted.

- c. The notice of electronic meeting will explain to the membership how to use the electronic voting service (if one is selected by the Board) and provide instructions, including deadlines for voting. Any member who cannot vote by electronic means may contact the Managing Agent to request a paper ballot and has the right to cast his or her vote in this manner.
- d. Per the Virginia Code, if a member votes electronically or by paper ballot, the member counts towards quorum regardless of whether member logs-in to the virtual meeting.
- e. The Board may, but is not required to, appoint inspectors of election. If appointed, those inspectors will conduct the tally before the start of the virtual meeting and do so openly at an announced time and with instructions that enable any member who wishes to observe the tally to do so.
- f. All virtual platforms used by the Association shall create a record maintainable by the Association as evidence of votes and attendance. The Association shall maintain written proxy forms and/or absentee ballots to supplement those records. The Association shall maintain these records for at least two years.

The effective date of this Resolution shall be November 1, 2021.

FOR ASSOCIATION RECORDS

I hereby certify that a copy of the foregoing Resolution was reasonably published and/or distributed to the members on this 2nd day of November 2021.