

STRATHMEADE SQUARE COMMUNITY ASSOCIATION, INC.

ADMINISTRATIVE RESOLUTION NO. 21-01

(Procedures Relating to Virtual Membership Meetings and Electronic Voting)

WHEREAS, Article VI of the Articles of Incorporation of the Articles of Incorporation for Strathmeade Square Community Association, Inc. (the "Association") provides that the affairs of the Association shall be managed by a Board of Directors ("Board") who shall be members of the Association; and

WHEREAS, under Section 13.1-844.2 of the Virginia Nonstock Corporation Act ("Nonstock Act"), unless the Articles of Incorporation or Bylaws require the meeting of members to be held at a place, the Board may determine that any meeting of members shall not be held at any place and shall instead be held solely by means of remote communication in conformity with Section 13.1-844.2; and

WHEREAS, neither the Association's Bylaws nor Articles of Incorporation requires meetings of members to be held at a specific physical location and any requirement for meetings to be held in Fairfax County, Virginia may be satisfied by use of electronic means; and

WHEREAS, Section 55.1-1832(F) of the Virginia Property Owners' Association Act ("POA Act") 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, Sections 55.1-1832(A) and (B) of the POA Act provide that unless expressly prohibited by the Declaration, (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 provision or any provision of the POA Act may be accomplished using electronic means; and that the association, members and those entitled to occupy at lot may perform any obligation or exercise any right under any Declaration or Bylaw provision or any provision of the POA Act by use of electronic means; and

WHEREAS, the Declaration does not expressly prohibit the use of electronic means to send or receive notices or submit signatures, votes, consents, or approvals; and

WHEREAS, Section 55.1-1832(D) of the POA Act 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(D) of the POA Act further provides that if the vote, consent, or approval is required to be obtained by secret ballot, the electronic means shall protect the identity of the voter and if the electronic means cannot protect the identity of the voter, another means of voting shall be used; and

WHEREAS, Section 55.1-1815(H) of the POA Act 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.

WHEREAS, the governing documents do not expressly prohibit Members from voting in person, by proxy, or by absentee ballot; and

WHEREAS, under Section 13.1-847.1 of the Nonstock Act, if authorized by the Board of Directors, any member vote to be taken by written ballot may be satisfied by a ballot submitted by electronic transmission by the member or the member's proxy, provided that any such electronic transmission shall either set forth or be submitted with information from which it may be determined that the electronic transmission was authorized by the member or the member's proxy, and a member who votes by a ballot submitted by electronic transmission is deemed present at the meeting of members; and

WHEREAS, Section 55.1-1832(G) of the POA Act 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, the Board has determined that it is in the best interest of the Association to adopt rules of conduct for virtual membership meetings and electronic voting, consents, and approvals.

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

I. General

- A. The Board may from time to time determine whether Members may submit votes, consents, and approvals via electronic means and whether meetings of the membership shall be held entirely or partially by electronic means. A meeting conducted by electronic means includes a meeting conducted via teleconference, videoconference, internet exchange, or other electronic methods and any combination of the foregoing.

II. Meeting Location

- A. The Board of Directors shall determine the virtual place for membership meetings by way of a virtual platform, conference call number, or one or more other electronic means, or any combination of the foregoing. The notice of the meeting will advise Members of the means and methods for participating in the meeting and whether the meeting will also be held at a physical location. Any meeting conducted by electronic means will allow all Members to hear the proceedings, substantially concurrent with the proceedings, and those persons entitled to participate in such meetings will have an opportunity to do so.
- B. Participants will be required to identify themselves before being able to attend any virtual or in-person meeting to ensure that the person participating is a Member or the Member's proxy. Validation may require the Member or proxy to pre-register for the virtual meeting, identify their name and address, or provide other forms of validation so the person presiding over the meeting or the meeting host can determine whether the person is entitled to participate in the meeting. Anyone who fails to identify themselves or is not entitled to participate in the meeting may be excluded from the meeting.

III. Notices

- A. Notice of any membership meeting may be sent in accordance with the governing documents and applicable law, which may include notices sent via electronic mail. Notice will only be sent by electronic mail if the Member consented to receive notice by electronic mail and, in the event that such electronic mail is returned as undeliverable, notice is subsequently sent by United States mail.

IV. Quorum

- A. The presence at the meeting of Members entitled to cast, or of proxies entitled to cast, one-tenth (1/10) of the votes of the membership shall constitute a quorum for any except as otherwise provided in the Articles of Incorporation, the Declaration, Bylaws, or law. Once a Member is present at a meeting, such Member is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless a new record date is set for that adjourned meeting. Any Member who submits an absentee ballot or otherwise votes via electronic means will be counted as being present for purposes of quorum even if the Member does not attend the membership meeting.
- B. If quorum is not present at any meeting, the Members may adjourn or recess the meeting pursuant to any requirements set forth in the Governing Documents and applicable law.

V. Nominations (when so required)

- A. A call for candidates or nominating petition may be mailed prior to the notice of any meeting in which elections will occur. Anyone interested in serving on the Board of Directors may submit their candidacy for consideration by the Members.
- B. All candidacy statements must be received by the date and time and in the format specified

in the call for candidates or any subsequent deadline if extended by the Board. Candidates who timely submit their statements and otherwise qualify will have their statements mailed with the notice of the meeting and their names placed on the proxy and ballot. Late submissions will not be accepted.

- C. If the Board receives at least the number of candidates equal to the number of vacant seats, nominations may not be taken from the floor at the meeting.
- D. If the Board does not receive sufficient interested or qualified candidates and nominations must be taken from the floor at the meeting, the candidate must consent to the nomination. The presiding officer will call for such nominations. If nominations are taken from the floor and voting is being performed via electronic means, Members will have an opportunity to vote and balloting will remain open for up to forty-eight (48) hours, or such longer time as determined by the Board, after the adjournment or recess of the meeting to provide sufficient time for any Member to vote for a person nominated from the floor. The results of the election will then be distributed to the Members after the results are tabulated. Those receiving the highest number of votes will be elected to the longest terms.

VI. Proxies and Voting

- A. Votes may be cast in person, by proxy, or absentee ballot. The Board may elect to have votes, proxies, and absentee ballots submitted via electronic means, facsimile, mail, hand-delivery, or other method. The electronic voting platform may be open prior to the time the meeting is called to order and may close after the meeting is adjourned. The duration of voting may vary based on factors such as whether nominations will be taken from the floor at the meeting.
- B. The notice of the membership meeting will include instructions on how to cast a vote or submit a proxy form or absentee ballot and the timing in which the vote, proxy form, or absentee ballot must be received in order to be counted.
- C. The Board reserves the right to designate a default proxy on the Association's official proxy form.
- D. Anyone submitting electronic votes, proxies, or absentee ballots will be required to validate their ownership. 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 a Member or the Member's proxy.
- E. For any vote, consent, or approval required to be cast by secret ballot, the electronic means employed by the Board will protect the identity of the voter.

VII. Inspectors of Election (when so required)

- A. 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 and tabulate the results. At an in-person meeting, inspectors of election may also be determined by the membership.

VIII. Results


- A. Pursuant to the Bylaws, the directors receiving the largest number of votes shall be elected to serve on the Board. Additionally, in the event the Members are voting to fill a vacancy on the Board, a director's term will be determined by the number of votes received so that those receiving the highest votes will serve the longest terms.
- B. Considering membership meetings may be held partially or entirely via electronic means and votes may be cast via electronic means or paper, the results of any vote, consent, or approval may be announced after the meeting is adjourned.

IX. Miscellaneous

- A. All virtual platforms used by the Association will be capable of creating a record maintainable by the Association as evidence of such vote, consent, or approval and attendance. Proxy and voting ballots will also be maintained by the Association.
- B. During any virtual meeting, those in attendance will be required to mute their microphone or other method of speaking once admitted to the meeting. The person presiding over the meeting may cause or direct the disconnection or muting of an attendee's connection if it causes undue interference with the meeting. The decision to do so, which is subject to debatable appeal, shall be announced during the meeting.
- C. The Board may adopt any other rules or regulations as appropriate for the efficient conduct of virtual meeting such as determining whether to allow use of chat functions or other similar features available by the virtual platform. At virtual and in-person meetings, the Board may also impose time limitations on speakers and set other rules to ensure fair and efficient conduct of the meeting.
- D. Each attendee is responsible for his or her audio and internet connections; no action shall be invalidated on the grounds that the loss of, or poor quality of, an attendee's individual connection prevented participation in the meeting.
- E. This Resolution supersedes any prior resolution governing virtual membership meetings and electronic voting.

This Resolution was adopted this 6th day October, 2021, by the Board of Directors.

STRATHMEADE SQUARE COMMUNITY
ASSOCIATION, INC.

By: 
Janet Goodwin, President

RESOLUTION ACTION RECORD
STRATHMEADE SQUARE COMMUNITY ASSOCIATION, INC.
ADMINISTRATIVE RESOLUTION NO. 21-01

(Procedures Relating to holding Board and Committee Meetings)

Duly adopted at a meeting of the Board of Directors held October 6, 2021.

Motion by: Jonathan Burton Seconded by: Janet Goodwin

	VOTE:			
	YES	NO	ABSTAIN	ABSENT
Janet Goodwin President	<u>X</u>	_____	_____	_____
Jonathan Burton Vice President	<u>X</u>	_____	_____	_____
Natalie Perilla Secretary	_____	_____	_____	<u>X</u>
Laxman Pandey Treasurer	<u>X</u>	_____	_____	_____
Robert Yi Director	<u>X</u>	_____	_____	_____
Bradley Willet Director	<u>X</u>	_____	_____	_____
Natalie Smith Director	<u>X</u>	_____	_____	_____
Victoria Dean Director	_____	_____	_____	<u>X</u>
Whitney Bergendahl Director	<u>X</u>	_____	_____	_____

ATTEST:

Jonathan Burton
Acting Secretary


Oct 6, 2021
Date

Resolution effective: October 6, 2021.

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FOR ASSOCIATION RECORDS

I hereby certify that a copy of the foregoing Resolution 21-01 was provided to the Members of Strathmeade Square Community Association, Inc. on this 26th day of October, 2021.



Managing Agent