

**STRATHMEADE SQUARE COMMUNITY ASSOCIATION, INC.**

**ADMINISTRATIVE RESOLUTION NO. 21-02**

(Procedures relating to holding Board and Committee Meetings)

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

**WHEREAS**, Sections 55.1-1832(A) and (B) of the Virginia Property Owners' Association Act ("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 13.1-865 of the Act provides that except to the extent that the articles of incorporation or bylaws require that action by the board of directors be taken at a meeting, action required or permitted by this chapter to be taken by the board of directors may be taken without a meeting if each director signs a consent describing the action to be taken and delivers it to the corporation; and

**WHEREAS**, Section 55.1-1832(F) of the 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**, Section 13.1-864 of the Act provides that unless the articles of incorporation or bylaws provide otherwise, the board of directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting and that a director participating in a meeting by this means is deemed to be present in person at the meeting; and

**WHEREAS**, neither the Articles of Incorporation nor the Bylaws prohibit conducting meetings through the use of electronic means; and

**WHEREAS**, Section 55.1-1832(G) of the POA Act states 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**, from time to time, the Board may decide to implement virtual Board or Committee meetings, so as to maximize participation in meetings and allow members to avail themselves of the convenience of modern technology when attending meetings; and

**WHEREAS**, the Board has decided to implement the following procedures and rules related to the holding of Board and Committee meetings.

**NOW, THEREFORE, IT IS HEREBY RESOLVED THAT** the Board duly adopts the following:

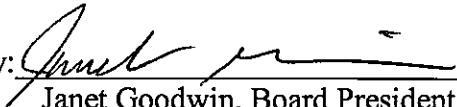
- A. The Board may from time to time determine whether meetings of the Board and its Committees shall be held entirely or partially by electronic means. A meeting conducted by electronic means includes a meeting conducted via teleconference, videoconference, internet exchange, or other electronic methods and any combination of the foregoing.
- B. All notices of Board and Committee meetings will advise Members of the means and methods for participating in the meeting electronically and whether a physical meeting location will also be available.
- C. The virtual platform will allow all Board, Committee and Association Members to hear the proceedings substantially concurrent with the proceedings, and to comment in accordance with any policies and rules governing participation in Board and Committee meetings.
- D. Regular and special meetings of the Board and Committees are open to all Members of record. Members will be required to validate their membership interest before being able to attend any virtual or in-person meeting. Validation may require the Member 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 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.
- E. Board and Committee meetings are for the Board or Committee to discuss and take action on the business matters listed on the agenda for that specific meeting, including any amendments to the agenda that occur at the meeting. Those Members entitled to participate in the Board or Committee meeting will have an opportunity to speak during the open forum portion of the meeting. During a special meeting of the Board or Committee, the comments during open forum may be limited to the topics listed on the meeting agenda.
- F. During any virtual meeting of the Board or Committee, 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.

- G. The Board may adopt any other rules or regulations as appropriate for the efficient conduct of the virtual meeting such as determining whether to allow use of chat functions or other similar features available by the virtual platform. In virtual and in-person meetings, the Board or Committee may also impose time limitations on speakers during open forum and set other rules to ensure fair and efficient conduct of the meeting.
- H. All attendees must inform the meeting host or person presiding over the meeting whether they intend to record by audio and/or visual means any portion of the meeting before being admitted to the meeting. Once admitted, no person may record the meeting unless they notify the person presiding over the meeting or the meeting host of their intent to do so prior to commencing the recording. For in-person meetings, the person presiding over the meeting may require the recording equipment to be placed in a specific location to prevent interference with the proceedings.
- I. Each attendee at a meeting held by electronic means 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.
- J. When the Board or Committee convenes to executive session, all other attendees will be moved to a virtual waiting room or otherwise removed from the electronic meeting platform for the duration of executive session. At in-person meetings, attendees will be asked to leave the room. Attendees may return to the meeting after the Board or Committee exits executive session and reconvenes to the open portion of the meeting.
- K. Evidence of any vote, consent, or approval taken by the Board or Committee at a virtual or in-person meeting shall be reflected in the meeting minutes. Any vote, consent or approval taken by the Board or Committee via electronic mail or other action taken outside of a meeting will also be maintained as a book and record of the Association.
- L. This Resolution supersedes any prior resolution governing the holding of Board and Committee meetings.

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

STRATHMEADE SQUARE COMMUNITY  
ASSOCIATION, INC.

By:   
Janet Goodwin, Board President

**RESOLUTION ACTION RECORD**  
**STRATHMEADE SQUARE COMMUNITY ASSOCIATION, INC.**  
**ADMINISTRATIVE RESOLUTION NO. 21-02**

(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

	<b>VOTE:</b>			
	<b>YES</b>	<b>NO</b>	<b>ABSTAIN</b>	<b>ABSENT</b>
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.

**FOR ASSOCIATION RECORDS**

I hereby certify that a copy of the foregoing Resolution 21-02 was provided to the Members of Strathmeade Square Community Association, Inc. on this 25<sup>th</sup> day of October, 2021.

  
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Managing Agent