

HIDDENBROOK HOMES ASSOCIATION

ADMINISTRATIVE RESOLUTION NO. 22- 01

(Procedures Relating to Board, Committee and Annual Meetings)

WHEREAS, Section 55.1-1832(A) of the Property Owners' Association Act ("Act"), provides that unless the Declaration expressly states otherwise, any notice required to be sent or received, or any signature, vote, consent or approval required to be obtained under any Declaration, or Bylaw provision or the Act may be accomplished using electronic means and that the Association and Owners 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 Property Owners' Association Act 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 that if the vote "is required to be obtained by secret ballot, the electronic means shall protect the identity of the voter. If the electronic means cannot protect the identity of the voter, another means of voting shall be used"; and

WHEREAS, Article VII, Section 2 of the Bylaws of Hiddenbrook Homes Association states that "[e]lection to the Board shall be by secret written ballot"; and

WHEREAS, Section 55.1-1832(F) of the Property Owners' Association 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; and

WHEREAS, Section 55.1-1832(G) of the Act 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 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 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 Board has determined that it would like to allow for meetings to be held by electronic means and to allow for absentee and electronic voting;

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

I. BOARD AND COMMITTEE MEETINGS

- A. The Board shall determine whether meetings of the Board shall be held entirely or partially by electronic means. Committees are authorized to decide whether meetings shall be held entirely or partially by electronic means, and they must comply with all of the requirements herein.
- B. The Board or committee shall determine the electronic means by which the meetings shall be held, whether by way of a virtual platform, conference call number or other electronic means. All notices of Board and committee meetings will advise Owners and Hiddenbrook Swim and Tennis Club Members ("Club Members")(if it is a regular Board meeting with an open forum for Club Members) of the means and methods for participating in the meeting. All Board, committee, and Club members and Owners shall be able to hear the proceedings, substantially concurrent with the same and will be given the opportunity to participate in any open forum on the agenda.
- C. For meetings held by electronic means, Owners and Club Members shall be asked to validate their identity before being able to attend the meeting. The Board shall determine the best method for validation depending on the platform for the meeting and such validation procedures shall be provided to Owners and Club Members in advance of the meeting.
- D. If an Owner or Club Member is unable or does not wish to participate electronically in a Board or committee meeting, but does want to attend, the Owner or Club Member must

provide management notice of the same at least 24 hours in advance of the scheduled meeting to provide a reasonable alternative method for participation in the meeting.

II. MEMBERSHIP MEETINGS

A. Membership Meeting Location

1. The Board shall determine whether meetings of the Association's membership shall be held entirely or partially by electronic means.
2. The Board shall determine the electronic means by which the meetings shall be held, whether by way of a virtual platform, conference call number or other electronic means. The membership meeting notices will advise Owners of the means and methods for participating in the meeting. All Owners shall be able to hear the proceedings, substantially concurrent with the same and will be given the opportunity to participate in the meeting.
3. For meetings held by electronic means, Owners shall be asked to validate their identity before being able to attend the meeting. The Board shall determine the best method for validation depending on the platform for the meeting and such validation procedures shall be provided to Owners in advance of the meeting.
4. 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 24 hours in advance of the scheduled meeting to provide a reasonable alternative method for participation in the meeting.

B. Annual Meeting

1. Nominations. A call for candidates will be mailed in advance of the Annual Meeting and nomination petitions must be submitted by the deadline in the notice. Nominations will not be taken from the floor at the meeting.

2. Proxy Voting. Members shall be permitted to vote by proxy. Proxies must be submitted by the deadline set forth in the annual meeting notice and no proxies will be accepted at the meeting.

3. Absentee Voting. Members shall be permitted to vote by absentee ballot. The ballot must be submitted by the deadline set forth in the annual meeting notice and no proxies will be accepted at the meeting.

4. Voting in Person. The Board shall establish procedures for voting at the meeting and that process shall be disclosed in the notice of the annual meeting.

5. Voting Electronically.

- 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. Electronic ballots shall be handled in a manner such that the identity of the voter is protected.
- iii. The notice shall advise Owners when voting platform will be available for voting.
- iv. 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.

C. Miscellaneous

1. 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.
2. Proxies and absentee ballots will be maintained by the Association in due course.

HIDDENBROOK HOMES ASSOCIATION

By: Clive Bayliss
Clive Bayliss, President