

**SOUTH RIDING PROPRIETARY, INC.
ADMINISTRATIVE RESOLUTION NO. A2021-1**

(Procedures Relating to Virtual Board, Committee and Annual Meetings)

WHEREAS, Article 4, Section 4.1 of the Bylaws of South Riding Proprietary (“Bylaws”) states that “The Board of Directors 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 Act or the Association Documents to be exercised and done by the owners”; and

WHEREAS, Article 4, Section 4.1(4) of the Bylaws provides the Board with the power to adopt and amend reasonable rules and regulations not inconsistent with the Association Documents; and

WHEREAS, Article 3, Section 3.3 of the Bylaws provides the Board of Directors the power to conduct elections of Directors by a mail-in ballot process or by polling place and to adopt a policy resolution which establishes procedures for elections by ballot; and

WHEREAS, Article 2, Section 2.1 of the Bylaws states that the annual meetings of the Association shall be held on weekdays (other than legal holidays recognized as such in Virginia) at least ten months and not more than fourteen months after the preceding annual meeting; and

WHEREAS, Section 55.1-1832 of the Property Owners’ Association Act, effective July 1, 2021, provides that unless expressly prohibited by the Declaration, 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 Property Owners’ Association 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 Property Owners’ Association 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

WHEREAS, Section 55.1-1832(F) of the Property Owners’ Association 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 Property Owners' Association 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 Property Owners' Association 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.

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 electronic voting or the conduct of a meeting of the Association via electronic means and therefore, the Board of Directors deems it appropriate to set forth procedures if it elects to conduct meetings virtually and to allow for absentee and electronic voting; and

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

I. BOARD AND COMMITTEE MEETINGS

- A. The Board of Directors has the authority to determine whether meetings of the Board and Committees shall be held entirely or partially by electronic means.

- B. The Board shall determine the virtual place for Board and Committee meetings by way of a virtual platform, conference call number or other electronic means. 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 a Board or Committee meeting.
- D. If the Board or a Committee decides to conduct a meeting electronically, there will be no physical meeting location and the location of the meeting will be virtual.

II. MEMBERSHIP MEETINGS

A. Membership Meeting Location

- a. The Board has the authority to determine whether any membership meeting of the Association, including, but not limited to the annual meeting, shall be held entirely or partially by electronic means.
- b. The Board shall determine the virtual place for the annual meeting by way of a virtual platform, conference call number or one or more other electronic means. The notice of the meeting 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 any meeting of the membership. 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 the Board decides to conduct a meeting electronically, there will be no physical meeting location and the location of the meeting will be virtual.

B. Nominations

- a. A call for candidates will be mailed prior to the notice of the annual meeting. 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 annual meeting and their names placed on mail-in ballot.

- c. Additional nominations may be made from the floor at the meeting at which the election is held for each vacancy on the Board of Directors for which no more than one Person has been nominated by petition. The nominee must either be present and consent to the nomination or have indicated in writing the willingness to serve.

C. Agenda

- a. The order of business shall be: (a) Roll call; (b) Proof of notice of meeting; (c) Reading of minutes of preceding meeting; (d) Announcement of election results; (e) Reports of officers and Board of Directors; (f) Report of Management Agent, if any, and if present; (g) Reports of Committees; (h) Unfinished business; (i) New business; and (j) Adjournment.
- b. The order of business will remain the same except that 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.

D. Proxy and Mail-In Election Ballots

- a. Absentee and proxy mail-in voting ballots must be submitted in accordance with the instructions set forth in the notice of meeting at which such election shall be held, which can be mail, e-mail or other means as directed in such instructions. The notice of meeting will include information on the chosen platform, how to submit proxy and absentee election ballots, and the deadline for submission to the Association, which shall be before the commencement of the meeting. Delivery of a ballot may be by electronic means or paper form.
- b. Each Owner will receive an official Association proxy and absentee election ballot which serves two purposes:
 - i. To designate a specific proxy holder who is an officer of the Board who is not running for election and shall be present at the Annual Meeting, which shall ensure that the Owner's presence is counted for quorum purposes at the meeting, and
 - ii. To designate the specific candidates that the Owner wishes to vote for related to the election of directors. Note, the proxy designation is strictly to ensure establishment of quorum.
- c. There will be no uninstructed proxy ballots accepted by the Association.

- d. If a proxy and absentee voting ballot is submitted without selection of candidates for the election, the ballot shall be counted for quorum purposes only for the annual meeting.

E. Quorum

- a. Quorum is achieved by the presence in person or by proxy of Owners who hold ten percent (10%) of the total number of votes of the Association. The presence of any Owner or their proxy attending the meeting virtually will be counted as being present for purposes of quorum. Accordingly, quorum will be deemed present throughout the meeting even if an Owner or proxy leaves the virtual meeting once the meeting is called to order. Members voting by absentee ballot or proxy shall be deemed to be present at the meeting for all purposes.

F. Voting

- a. The Board will designate an electronic platform for voting. 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 vote by electronic means may contact the Managing Agent for a paper ballot.
- b. The voting platform will be open prior to the time the meeting is called to order and will close at 5pm for paper ballots and 11:59pm for online voting the day before the Annual Meeting. Voting by the owners at the meeting shall be by written ballot.
- c. Owners and proxy holders submitting electronic votes 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 voting is an Owner or an Owner's proxy.

G. Miscellaneous

- a. 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. Proxy and absentee ballots will also be maintained by the Association.

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.

SOUTH RIDING PROPRIETARY

By: 
President

**RESOLUTION ACTION RECORD
SOUTH RIDING PROPRIETARY, INC.
ADMINISTRATIVE RESOLUTION NO. A2021-1**

(Procedures Relating to Virtual Board, Committee and Annual Meetings)

Duly adopted at a meeting of the Board of Directors held July 1, 2021.

Motion by: Mr. Smith Seconded by: Mr. Pasquale

VOTE: YES NO ABSTAIN ABSENT

Karen MacDowell ✓ _____

Karen MacDowell, President

Steve Pasquale ✓ _____

Steve Pasquale, Vice President

Kevin Uebelhart ✓ _____

Kevin Uebelhart, Treasurer

Pat Himes ✓ _____

Pat Himes, Secretary

Gary Smith ✓ _____

Gary Smith, Director

Kip Lowe _____ ✓

Kip Lowe, Director

Francois Desamour _____ ✓

Francois Desamour, Director

ATTEST:

Pat Himes _____ 5 August 2021
Pat Himes, Secretary Date

Resolution effective: July 1, 2021.