

SOUTH RIDING PROPRIETARY
POLICY RESOLUTION #2016-1
Board of Directors Election Rules and Guidelines
Amended January 2023

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, 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 4, Section 1 (4) of the Bylaws for South Riding Proprietary (“Association”) empowers the Board of Directors (“Board”) to adopt and amend reasonable rules and regulations not inconsistent with the Association Documents; and

WHEREAS, Section 7.1(b) of the Bylaws for South Riding Proprietary requires that the Board of Directors shall establish an Elections Committee as required in Article 5 of the Articles of Incorporation; and

WHEREAS Section 5.3 (c) of the Articles of Incorporation states the Elections Committee shall develop election procedures and administer such procedures as are approved by the Board providing for election so directors by ballot of the Owners at annual meetings and, where appropriate special meetings; 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 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

WHEREAS, for the benefit and protection of all owners, the Board deems it desirable to adopt a policy resolution to define election rules and guidelines.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors, on behalf of the Association hereby adopts the following rules and guidelines governing Board of Directors elections as follows:

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.

III. Elections Committee Role

- a. The Elections Committee shall, for approval by the Board, develop and administer the procedures associated with each annual meeting of the Association and any other meeting at which a director or directors are to be elected, including, but not limited to, developing all of the necessary notices, forms, rules and administrative procedures related to such meeting as well as candidates forums.
- b. The Elections Committee shall be responsible for oversight of causing the counting of all proxy/absentee ballots collected prior to each election, and for counting all ballots submitted at each annual meeting or other meeting at which a director or directors are elected, if applicable, and for certifying the vote taken in each such election.
- c. The Elections Committee shall be responsible for making arrangements for each annual meeting or any other meeting at which Directors are elected.
- d. The Elections Committee shall, for approval by the Board, be responsible for developing the agenda for each annual meeting and for any other meeting at which a director or directors are to be elected.
 - i. Annual Meeting and Director Election Schedule
 1. Call for Candidates
 2. Orientation for Potential Candidates
 3. Deadline for Nominations
 4. Announcement of Candidates/Election Schedule
 5. Business Fair Campaigning

6. Voting Period
7. Notice of Annual Meeting
8. Annual Meeting
9. Election of Officers/Organizational Meeting

IV. Candidate Nominations

- a. A call for candidates will be published in the South Riding magazine 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 published on the southriding.net website and instructions to review candidate statements will be included with the notice of the annual meeting and their names placed on the 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.
- d. Candidates must be Members in Good Standing as defined by the Articles of Incorporation (Section 5.3(a)).
- e. An Orientation for Potential Candidates/Residents will be held and will provide information on:
 - i. Candidate qualifications
 - ii. Nominations
 - iii. Association Documents
 - iv. Membership and Voting (Ownership Classes)
 - v. Voting Methods (proxy, online, ballot)
 - vi. Roles and responsibilities of a Board Member

V. Campaigning

- a. No election campaigning shall be performed from South Riding Proprietary or South Riding Proprietary Committee booths except as arranged by the Elections Committee.
- b. Proprietary-maintained email distribution lists shall not be available for use in campaigning.
- c. Candidates must adhere to the South Riding Design and Maintenance Standards when posting or distributing of campaign materials.
- d. No posting of materials on mailboxes or homeowner doors is permitted.

VI. 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 official notice with instructions on obtaining the 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.

VII. 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.

VIII. 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.

IX. Annual Meeting

- a. Nominations will be taken from the floor as provided in Section 5.3 of the Articles of Incorporation for SRP.
- b. Electronic voting will take place at the meeting.
- e. Voting rules and procedures are detailed in the notice of meeting document.

- d. Replacement Ballots will be available, specific instructions are detailed in the notice of meeting.

X. Additional Rules and Guidelines

- a. Electronic voting is the preferred method of voting.
- b. Resident name/address lists available through Proprietary staff with restricted usage.
- c. No sub tallies or quorum status reports will be provided to members of the Board of Directors, South Riding volunteers, or the candidates.
- d. The order of names for all candidate lists will be the same and will be selected by random drawing by the Election Committee.
- e. Elections Committee members shall not publicly endorse any candidate(s).
- f. Only impartial, objective information regarding the election and the candidates will be published on the South Riding Website and in the South Riding Magazine.
- g. If the vote counts results in a tie, the balloting for any office for which there is a tie is repeated until the tie is broken. These rules apply only to the individuals involved in the tied result, not to the whole election result.
- h. If there are not enough candidates for all of the vacancies, the election will still be conducted. The Board of Directors will determine whether additional balloting should be held.
- i. According to Section 4.4 of the Bylaws for South Riding Proprietary, After the Declarant Control Period, the Board shall consist of between five and nine directors.
- j. If there is a vacancy on the Board, The Board of Directors will determine if the vacancy should be filled during any regularly scheduled election, or whether there should be a special election called.
 - i. According to Section 5.6 of the Articles of Incorporation for SRP, vacancies on the Board of Directors caused by any reason other than (1) the removal of a director by the Owners; or (2) removal or resignation of an initial director or a director elected by the Class E Owner shall be filled by a Majority Vote of the remaining directors at the meeting of the Board held for such purpose promptly after occurrence of such vacancy, or if the directors remaining in office constitute fewer than a quorum, an affirmative vote of the majority of the Directors remaining in office even though the Directors present at such meeting constitute less than a quorum. Each person so elected shall be a Director until a successor is elected at the next Annual Meeting of the Association.
- k. Questions, concerns, or requests for clarification should be addressed to elections@southriding.net or presented in writing or during open forum at an Elections Committee meeting.

XI. Assumption of Office

- a. On the first Thursday of June, the newly elected Board of Directors will meet. The first item on the agenda will be to elect officers.

XII. 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 January 13, 2023. On January 13, 2023, this Resolution shall supersede and replace all prior resolutions regarding Board of Directors Election Rules and Guidelines.