

LANDMARK MEWS COMMUNITY ASSOCIATION, INC.
RESOLUTION NO. 21-22

(Virtual Meetings)

WHEREAS, Section 55.1-1832(F) of the Virginia Property Owners Association Act (“POAA”) 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 of the POAA provides that unless the declaration expressly provides otherwise, (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 provisions or any provision of the POAA may be accomplished using electronic means and that the Association, lot owners and those entitled to occupy a Lot may perform any obligation or exercise any right under any declaration or bylaw provision or any provision of the POAA by use of electronic means; and

WHEREAS, Section 55.1-1832(D) of the POAA 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 55.1-1815(H) of the POAA 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 55.1-1832(G) of the POAA 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 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 Board has determined that it would like to allow for meetings to continue 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 of Trustees (the "Board") shall determine whether meetings of the Board and/or committees shall be held entirely or partially by electronic means.
- B. 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. All notices of Board and committee meetings will advise Owners of the means and methods for participating in the meeting. All Board and committee 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 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.
- D. If an Owner is unable or does not wish to participate electronically in a Board or committee 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.

II. Membership Meetings

A. Membership Meeting Location

1. The Board shall determine whether meetings of the 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. Petitions of candidacy signed by not less than 5 members representing 5 living units must be received from candidates 30 days before the annual meeting. Nominations will not be taken from the floor at the meeting.
2. Voting. The Board shall determine the method of voting for the Annual Meeting, which may be by ballot vote, mail, at a polling place or by proxy and ballot at the meeting. Details regarding the method for voting and deadline(s) for the same shall be in the annual meeting notice.
3. Voting Electronically.
 - i. The Board may 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 or does not want to vote by electronic means may contact the Managing Agent for a paper ballot.

- ii. The notice shall advise Owners when voting platform will be available for voting.
- iii. 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 ballots will be maintained by the Association in due course.

III. Meeting Procedures for All Meetings

- A. Meetings held electronically shall be conducted following established meeting guidelines including the use of available agendas and providing meeting agendas via available technology prior to conducting any meetings.
 - i. The agenda content for each meeting shall include areas of concerns, planned discussion items and any relevant items provided in together with a clear statement of the basis for such meeting.
- B. When conducting a meeting using an electronic forum, President of the Board, Chairman of Committees, or any established meeting facilitator shall deliver opening remarks summarizing the purpose of meeting and follow the distributed agenda for the duration of any meetings conducted in accordance with Article X, Meetings of the Board of Directors, and Committees.

IV. Meeting Notice

- A. Effective with the 2021 Board meetings, 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 Virginia Statue may be accomplished using electronic means.

- B. Upon enactment of this resolution, any meeting notices shall be accomplished using available electronic platforms. The electronic notices will ensure proper notices are provided to all eligible Association members and describe purpose, intent, and procedures for accessing meeting notified by the Board of Directors or any Committees.
- C. A listing of the Association, the lot owners, and those entitled to occupy a lot will be maintained by the Association Secretary. An electronic notice will be provided to all Association's member of record prior to any meetings for the Association.
- D. If an Owner does not have the capability or desire to received notices electronically, the Association shall make a reasonable accommodation and send notice by mail.

V. Effective Date

This resolution is effective upon its adoption by the Board and is applicable to all meetings of the Board of Directors and the Association Committees following adoption of the resolution.

**LANDMARK MEWS COMMUNITY
ASSOCIATION, INC.**

By:



Willie Spivey, President

FOR ASSOCIATION RECORDS

I hereby certify that a copy of the foregoing Policy Resolution was reasonably published and/or delivered to the Members of Landmark Mews Community Association, Inc., on this October 6, 2021.

A handwritten signature in black ink, appearing to read "Maria Santos", written in a cursive style.

Maria Santos, Secretary