

AUTUMN CHASE HUNT HOMEOWNERS ASSOCIATION

POLICY RESOLUTION NO. 2023 - 01

Regarding Guidelines for Meeting & Voting by Electronic Means

WHEREAS, Article 4, Section 4.1 of the Bylaws of Autumn Chase Hunt Homeowners Association (“Association”) provides the Association’s Board of Directors (“Board”) with all powers and duties necessary for the administration of the affairs of the Association and the authority to do all such acts and things as are not required by the Virginia Nonstock Corporation Act (“Nonstock Act”) or the Association Documents to be exercised and done by the Owners;

WHEREAS, Section 55.1-1819 of the Virginia Property Owners’ Association Act (“POA Act”) provides that the Board may establish, adopt, and enforce rules and regulations pertaining to areas of Association responsibility;

WHEREAS, Sections 55.1-1815 and 55.1-1832 of the POA Act allow any meeting of the Association members (“Members”), the Board, or an Association committee (“Committee”) to be held entirely or partially by electronic means, provided that the Board has adopted guidelines for the use of electronic means for such meeting and provided that such guidelines 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;

WHEREAS, Sections 55.1-1815 and 55.1-1832 of the POA Act further allow members, unless expressly prohibited by the Association’s governing documents, to vote in person, by proxy, and by absentee ballot as well as by electronic means, provided that the Board has adopted guidelines for voting by electronic means;

WHEREAS, Section 13.1-844.2 of the Nonstock Act provides that members of a nonstock corporation, such as the Association, may participate in membership meetings by means of remote communication to the extent the Board authorizes said participation and adopts related guidelines and procedures for remote participation;

WHEREAS, § 55.1-1815(G) of the POA Act provides that notice of Association meetings may be sent by email to Members who have elected to receive such notice by email; and

WHEREAS, the Board deems it necessary and appropriate to authorize and establish appropriate guidelines and procedures pursuant to the POA Act for holding membership, Board, and Committee meetings entirely or partially by electronic means in a safe, effective and all-inclusive manner and for allowing members to vote at membership meetings by electronic means.

NOW, THEREFORE, BE IT RESOLVED THAT the Board hereby adopts as part of the Association’s Rules and Regulations the following guidelines, policies, and procedures for using meeting and voting by electronic means (“Guidelines”).

I. Meeting Format / Board Authorization of Electronic Meetings. The Board authorizes meetings of the Members (“Membership Meeting”), Board, and Committees to be held entirely or partially by electronic means in accordance with these Guidelines. At any time and for any reason, the Board may change (in its sole discretion) the method by which meetings or any particular meeting are held, including holding an In-Person Meeting without opportunities for anyone to attend by electronic means. Whether a meeting is held by partially, entirely, or not at all by electronic means shall be communicated in the notice of the meeting.

- A. Electronic Meetings (“E-Meetings”). All Membership Meetings and meetings of the Association’s Board of Directors and Committees will be held entirely by electronic means using a Board-approved internet-based audio- or video-conference system (e.g., Zoom, RingCentral, Webex, or other similar electronic platform including audio-only conference calls) (hereinafter “E-Meetings”), with all those attending the meeting being able to participate, hear, and be heard at such meeting in real time. All participants in E-Meetings are considered present for all purposes, including but not limited to voting and participating in Member Comment Period.
- B. In-Person Meeting. At the option of the Board (or for Committee meetings, the Committee), any meeting can be held entirely at a physical location with only in-person attendance (“In-Person Meeting”). Nothing herein shall be construed to require the Association to make available an opportunity for members to attend an In-Person Meeting by electronic means.
- C. Hybrid Meeting. At the option of the Board (or for Committee meetings, the Committee), an E-Meeting can also be simultaneously attended in person at a physical meeting location, so the meeting is held partially (rather than entirely) by electronic means (referred to herein as “Hybrid Meetings”). Hybrid Meetings provide individuals the option to attend by electronic means or in-person at the physical meeting location. Nothing herein shall be construed to require Hybrid Meetings.
 - 1. In-person physical attendance at the meeting location is subject to reasonable occupancy limits for fire code or other health or safety purposes. Those physically attending a Hybrid Meeting understand they may be attending and/or observing the meeting primarily through electronic means, particularly if the majority of attendees (including the directors, committee members and chairpersons) are attending virtually.
 - 2. At least one Board member or a representative of the Association’s managing agent (“Managing Agent”) should be physically present at the in-person meeting location. The Association representatives who are physically present at the in-person meeting location should attempt to resolve any issues that may occur at the meeting location impacting the electronic means being used for the meeting (such as ensuring the presence of an adequate speaker or other electronic device so that those physically present can hear or view

the meeting proceedings). In the case of an Association meeting at which directors are being elected, the presiding officer may appoint two or more inspectors of election from among those persons physically present at the meeting location (one of whom may be the Managing Agent).

II. E-Meeting Technical Requirements. All E-Meetings and Hybrid Meetings must use a Board-approved video- or audio-conference system. For purposes of these Guidelines, the approved audio- or video-conference system is referred to as the “E-Meeting Platform.”

A. Technical Requirements and Malfunctions. Each person attending through electronic means is responsible for their own audio and internet connections. No vote or other action at the meeting will be invalidated on the grounds that the loss or poor quality of a person’s connection prevented participation in the meeting.

B. Platform. The E-Meeting Platform must be set up in a manner that:

1. Implements reasonable measures to verify that each person accessing the E-Meeting Platform is authorized to do so such as, for example, providing authorized attendees a unique identifier number, verification code, password, or link to enter the E-Meting Platform as a means to authenticate the attendee’s identity;
2. Implements reasonable measures so that persons entitled to participate in the E-Meeting have an opportunity to do so, including allowing those attending remotely to participate, hear, and be heard at such meeting in accordance with applicable law;
3. Allows the meeting to be held in reasonable compliance with these Guidelines and with reasonable data security protocols; and
4. Allows for one or more authorized meeting “hosts” designated by the presiding officer to access and engage the control panel for the E-Meeting Platform (e.g., muting and unmuting attendees, controlling the screen view, removing unauthorized persons, etc.).

C. Reasonable Alternative (E-Meetings Only). At least ten days prior to a planned E-Meeting or upon receipt of the meeting notice, whichever is later, any Member who cannot (or desires not to) conduct business with the Association by electronic means at the E-Meeting must notify the Association in writing of such circumstances so a reasonable alternative can be discussed and made available. A reasonable alternative may be for the Member to submit written comments in advance or, in the sole discretion of the Board or Committee, convening a Hybrid or In-Person Meeting.

III. Notices and Log-In / Call-In information for E-Meetings. The website link and access code necessary to connect to the E-Meeting Platform (or for audio-only meetings, the phone number and access code needed to connect to the conference call) shall be provided prior to any meeting date. This information may be published in the same manner as the

meeting notice is published. If permitted by applicable law and the Association's governing documents, access links may be provided at a time later than the formal notice of the meeting.

IV. Quorum at Meetings.

- A. Membership Meetings. Those Members who (i) are physically present at the meeting location, (ii) voted by absentee ballot, if authorized by the Board, or (iii) are verified to be remotely attending through the E-Meeting Platform are deemed to be legally present for quorum and voting purposes.
- B. Board and Committee Meetings. Those Board (or Committee) members who are either (i) physically present at the meeting location or (ii) remotely attending by authorized electronic means are deemed to be legally present for quorum and voting purposes.

V. Use of E-Meeting Platform. Whether for E-Meetings or Hybrid Meetings, the following procedures and requirements apply when using a E-Meeting Platform:

- A. Log-In. The Managing Agent, Board member, or Committee Member responsible for scheduling and setting up the meeting in the E-Meeting Platform will do so in a manner that allows log-in to begin approximately five minutes before the meeting convenes.
- B. Confirmation of Attendee Identity. All persons attending remotely must truthfully identify themselves to log into the E-Meeting Platform. The Association will take reasonable measures to implement log-in and electronic attendance protocols that allow verification that persons attending electronically are authorized to attend. If requested, any person attending the meeting electronically must identify themselves by name and other information sufficient for the Association to confirm they are authorized to attend. If the person refuses to provide the requested information, the presiding officer may remove that individual from the meeting. The Association may use a different E-Meeting rooms (e.g., waiting or breakout room) to temporarily place persons until authorization is confirmed.
- C. Forced disconnections. The presiding officer of the meeting may cause or direct the disconnection or muting of an attendee's connection if the attendee is causing undue interference with the meeting or if the attendee is disrupting the meeting and refuses to comply with these Guidelines or applicable protocols.
- D. Speaking at the Meeting. Members wishing to speak on an agenda item or *New Business* (or similarly designated meeting periods) during a Membership Meeting or during Member Comment Period of a Board or Committee meeting are encouraged to sign up in advance of the meeting (per instructions provided in advance of the meeting). Members who timely sign up in advance of the meeting will be given priority by the presiding officer to speak for their allotted time period during the applicable part of the meeting agenda; time permitting, other Members will then be recognized to speak by the presiding officer.

To facilitate allowing persons attending the meeting through electronic means to seek recognition to speak, the E-Meeting Platform may be set up so that a Member can physically raise their hand (e.g., as visible on the video screen), electronically “raise” their hand, or electronically send a message requesting the floor. Participation shall be conducted by appropriate means which allow persons attending the meeting to communicate with one other by electronic means (including via audio or written “chat” functions).

- E. Video display. If possible, the video feed of the presiding officer of the meeting will be displayed throughout the meeting and the video of any person recognized to speak will be displayed.
- F. Recording of Meeting. All rules and policies applicable to recording meetings while present at a physical meeting location also apply to recording E-Meetings and Hybrid Meetings, including, that Member’s provide notice to the Board that the meeting is being recorded. The Board requests that such notice be provided to the Board prior to or at the commencement of such recording.
- G. Executive Sessions. For Board and Committee meetings, the Association may use a different electronic meeting room (or separate videoconference session or conference call) to facilitate holding executive (closed) session during the meeting.
- H. Member Comment Period. For Board and Committee meetings, the agenda shall include a time for Members to comment on any matter relating to the Association (“Member Comment Period”). At special Board or Committee meetings, Member Comment Period will be limited to the topics comprising the basis for the special meeting. Member Comment Period shall be conducted by appropriate means allowing Members and the Board and Committee members attending the E-Meeting to communicate with one other by electronic means (including via audio or written “chat” functions).

VI. Sending Membership Meeting Notices by E-Mail / Member Opt-In Procedures.

- A. Methods for Sending Membership Meeting Notices. By default, notices of Membership Meetings are sent by U.S. mail to all Members at their address of record as listed in the Association’s records. However, the Board may authorize the Managing Agent to send Membership Meeting notices by e-mail to those Members who have opted into receiving e-mail notices from the Association. *However, if an e-mail notice is returned as undeliverable, the Managing Agent must subsequently send meeting notices to that Member by U.S. mail.*
- B. Opting Into Receiving E-mail Notices. Attached as **Exhibit A** to these Guidelines is the form titled “Consent to Use E-mail for Electronic Notices, Meetings and Voting” that may be used by Members to authorize the Association to e-mail Membership Meeting notices to that Member. Alternatively, a Member may submit a letter or e-mail to the Managing Agent stating that the Member authorizes the Association to send Membership Meeting notices by e-mail – if such a letter or e-

mail is sent (rather than using the **Exhibit A** form), then that Member's letter or e-mail will be deemed to incorporate the content of the Exhibit A form. *By providing the Association with a designated e-mail address for electronic notice purposes, the Member is deemed to also be designating that same e-mail address for purposes of electronic meetings, voting and all other official purposes (unless the Member specifically designates a different e-mail address for electronic meetings and voting).*

- C. Opting Out of Receiving E-mail Notices. After a Member opts into receiving e-mail notices, the Member may subsequently revoke that consent by submitting a letter or e-mail to the Managing Agent specifically revoking that Member's consent to receive e-mail notices from the Association at the stated e-mail address. *By revoking consent to receive e-mail notices, the Member is also deemed to revoke use of that same e-mail address for electronic meetings, voting and other purposes (unless the Member specifically states that the Member's e-mail address will still be used for electronic meetings and voting).* Notwithstanding the foregoing, Members may provide notice of a change in their e-mail address, which acts to revoke use of the prior e-mail address.

VII. Method of Voting at Membership Meetings. Unless otherwise determined and stated by the Board, voting at Membership Meetings is conducted as follows:

- A. E-Voting. Virtually through use of the E-Meeting Platform or other E-Voting System (for Hybrid or E-Meetings).
- B. Physically In-Person. In-person at a physical meeting location (for Hybrid or In-Person Meetings).
- C. Proxy. By proxy (which may include paper or electronic proxies) for all Membership Meetings, so long as the proxy is in writing consistent with Article III, Section 5 of the Bylaws.
- D. Absentee Ballot. If authorized by the Board for a specific Membership Meeting, as noted in Section VIII.C below, via absentee ballot through an electronic platform or via written paper ballots.

VIII. Balloting Procedures. Unless otherwise determined and stated by the Board, voting will be conducted by ballot in accordance with the following procedures:

- A. Electronic Voting ("E-Voting") Standards. If the Board decides to use E-Voting, in whole or in part, the E-Voting System (including votes conducted through the E-Meeting Platform) must comply with the applicable requirements of the POAA.

The Board may select a third-party vendor to provide an E-Voting System for use by the Association. The E-Voting vendor must submit to the Managing Agent reports confirming the votes submitted through the vendor's system, and all such reports will be relied on for purposes of tabulating the total vote count for those using E-Voting.

When using E-Voting (as described above):

1. The E-Meeting Platform or separate electronic voting service must create a record of the vote for the purpose of record-keeping;
 2. The electronic transmission of the vote must either set forth or be submitted with information from which it may be determined that the electronic transmission was authorized by the Member.
 3. If the vote, consent, or approval is required to be obtained by secret ballot (e.g., in election of directors under Article V, Section 2 of the Bylaws), the electronic means must protect the identity of the voter. If the electronic means cannot protect the identity of the voter, another means of voting must be used.
 4. Persons voting by E-Vote who are not present physically or electronically shall be deemed present for all purposes.
- B. Day-of-Meeting Ballot. The Association may provide an appropriate written ballot or a ballot that may be cast through an authorized E-Voting system during the Membership Meeting. The ballot should reasonably identify the matter being voted on (including elections, if applicable). Day-of-Meeting ballots will be issued when Members register at the meeting location or at such other time during the meeting as directed by the presiding officer.
- C. Absentee Ballot. For any Membership Meeting, the Board may authorize voting by absentee ballot (“Absentee Ballot”). If voting by Absentee Ballot has been authorized, the Association shall provide an appropriate written ballot or a ballot that may be cast through an authorized electronic voting system that reasonably identifies the matter being voted on (including elections, if applicable), as well as a deadline by which the written Absentee Ballot must be submitted. The Absentee Ballot may require sufficient information to be provided to confirm the identity of the person voting, provided that the vote is still made secret with respect to the voting Member if required by the Bylaws. All persons voting by Absentee Ballot shall be deemed present at the Membership Meeting for all purposes.

AUTUMN CHASE HUNT HOMEOWNERS ASSOCIATION

Exhibit A: Consent to Use E-mail for Electronic Notices, Meetings and Voting

The undersigned, being an Owner of the below-listed Lot located within the Autumn Chase Hunt development, and a member of the Autumn Chase Hunt Homeowners Association (the "Association") hereby agree, acknowledge, and consent to the following on behalf of myself and, if applicable, all other co-owners of my Lot:

1. I consent to receiving Association notices by e-mail, including for Association meetings.
2. I designate the following e-mail address for electronic notice purposes:

[print e-mail address]

3. By providing the Association with the above-designated e-mail address for electronic notice purposes, I am also designating that same e-mail address for all other official purposes, such as electronic meetings and voting if or when the Association uses electronic means for holding meetings or casting votes. For this purpose, I consent to the Association providing to the Association's selected third-party videoconference provider and/or electronic voting service provider my e-mail address and other information reasonably necessary to enable the authenticated use of the electronic meeting and/or electronic voting service.
4. I understand that by consenting to receive notices by e-mail, the Association will no longer be required to send me notices in most instances by U.S. mail unless and until I revoke my consent by submitting a letter or e-mail to the Association's Managing Agent specifically and clearly revoking my consent to receive e-mail notices from the Association. Also, if I revoke consent to receive e-mail notices, I understand that I would also be revoking use of that same e-mail address for electronic voting purposes. *[note: applicable law still requires certain notices to be sent by U.S. mail, such as notices regarding violations of the governing documents]*
5. I understand that, given the nature of the internet and electronic transmissions and given that no internet or IT security system is infallible, the Association cannot guarantee that third parties will improperly gain access to my e-mail, improperly use my e-mail, or send me e-mails with viruses, malware, cookies or the like. Accordingly, by signing this consent form, I hereby release and waive any claim against the Association pertaining to such third-party actions to the fullest extent permissible under applicable law.

I have read and agree to the above.

Owner's Lot Address: _____

Owner's Signature: _____ Date: _____

Owner's Printed Name: _____

AUTUMN CHASE HUNT HOMEOWNERS ASSOCIATION

RESOLUTION ACTION RECORD

Resolution Type: Policy No.: 2023-01

Pertaining to: Guidelines for Meeting & Voting by Electronic Means

Duly adopted by the Board of Directors on August 9, 2023, by [check applicable]:

- majority vote at a Board meeting, or
- by unanimous written consent through an action without a meeting.

Motion by: Krishna Kothamasu, President Seconded by: Devon McRaney, Vice President

VOTE:

DIRECTOR: (printed name)	YES	NO	ABSTAIN	ABSENT
Krishna Kothamasu, President	X			
Devon McRaney, Vice President	X			
Matthew Maguire, Secretary	X			
Stephane Eding, Treasurer	X			
Samuel Testerman, Director		X		

ATTEST:

Matthew Maguire
Matthew Maguire, Secretary

12/15/2023
Date

Policy's Effective Date: August 9, 2023.