

FOREST HILLS COMMUNITY ASSOCIATION

ADMINISTRATIVE RESOLUTION NO. 2025-001

(Procedures Relating to Meetings and Electronic Voting)

WHEREAS, Article VII, Section 1(c) of the Bylaws for Forest Hills Community Association (“Association”) provides that the Board of Directors (“Board”) shall have power to exercise for the Association all powers, duties and authority vested in or delegated to the Association, not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation, or the Declaration;

WHEREAS, the Bylaws set forth certain requirements for the conduct of meetings held by the Membership, including voting thereat, and meetings held by the Board;

WHEREAS, Section 55.1-1832(F) of the Virginia Property Owners’ Association Act (“POA Act”) establishes authority for the Association to hold membership meetings entirely or partially by electronic means, provided that the Board has adopted guidelines for the use of electronic means for such meetings;

WHEREAS, Sections 55.1-1832(A) and (B) of the POA Act provide that 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 POA Act may be accomplished using electronic means; and that the Association, Members 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 POA Act by use of electronic means;

WHEREAS, Section 55.1-1832(D) of the POA Act 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;

WHEREAS, Section 55.1-1832(D) of the POA Act further provides that if the vote, consent, or approval is required to be obtained by secret ballot, the electronic means shall protect the identity of the voter and if the electronic means cannot protect the identity of the voter, another means of voting shall be used;

WHEREAS, Section 55.1-1815(H) of the POA Act provides that, 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, and Members voting by absentee ballot or proxy shall be deemed to be present at the meeting for all purposes;

WHEREAS, under Section 13.1-847.1 of the Virginia Nonstock Corporation Act, if authorized by the board of directors, any Member vote to be taken by written ballot may be satisfied by a ballot submitted by electronic transmission by the Member or the Member's proxy, provided that any such electronic transmission shall either set forth or be submitted with information from which it may be determined that the electronic transmission was authorized by the Member or the Member's proxy, and a Member who votes by a ballot submitted by electronic transmission is deemed present at the meeting of Members;

WHEREAS, Section 55.1-1832(G) of the POA Act 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, the guidelines set forth herein are intended to correspond with and build off of existing rules and procedures regarding electronic voting adopted previously by the Board;

WHEREAS, the Board has determined that it is in the best interest of the Association to adopt guidelines for membership meetings and electronic voting.

NOW, THEREFORE, BE IT RESOLVED THAT the Board hereby adopts the following guidelines for membership meetings and electronic voting (“Resolution”):

I. ELECTRONIC BOARD AND COMMITTEE MEETINGS

- A. The Board shall determine whether meetings of the Board and/or Committees will be held entirely or partially by electronic means.
- B. When the Board determines Board or Committee meetings will be held fully or partially by electronic means, the platform for Board or Committee meetings, whether by conference call number, or other electronic means shall be announced in the meeting notice. 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 the Board or Committee meeting. The best means of Owner validation shall be determined by the Board or managing agent.
- D. Except for the election of officers, the Board or any committee shall not vote by secret or written ballot in an electronic meeting of the Board.
- E. Committees and the Board may convene in executive session (without Owners present) as set forth in Section 55.1-1816 (C) of the POA Act. When the Board or Committee enters executive session, owners will be moved to a virtual waiting room or otherwise removed from the electronic meeting platform for the duration of executive session. Owners may return to the open session meeting after the Board exits executive session.
- F. The Board or Committee shall establish a period for Owner open forum during the respective meetings. Owners’ microphones may be muted by the meeting administrator at all other times.
- G. 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 48 hours in advance of the scheduled meeting to provide a reasonable alternative method for participation in the meeting.

II. ELECTRONIC MEMBERSHIP MEETINGS

- A. The Board has the authority to determine whether any Member meeting of the Association shall be held entirely or partially by electronic means.
- B. When the Board determines Member meetings will be held by electronic means, the platform for the meeting, whether by conference call number or other electronic means shall be announced in the meeting notice, including 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 and to participate in the meeting.
- C. Owners will be required to validate their ownership before being able to attend any membership meeting. 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 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 48 hours in advance of the scheduled meeting to provide a reasonable alternative method for participation in the meeting.
- E. At any electronic meeting where candidates are to be elected to the Board, nominations for Board members shall be submitted to the Board secretary or managing agent prior to the nomination deadline (the "Nomination Deadline") established in the Meeting notice. Nominations must be submitted by the Nomination Deadline to have the nominee's names included on the ballot and proxy forms. Nominations will not be taken from the floor at the meeting if there was a nominating committee and there are sufficient candidates on the ballot to fill the vacant Board positions.
- F. Any disruptive conduct during a meeting shall result in the disruptive Owner or Owners' microphones being muted by the meeting administrator.

III. VOTING GUIDELINES

- A. At any meeting where Owners are entitled to vote, they may do so in person, by proxy, or by absentee ballot as determined by the Board. Such voting may also be by electronic means in accordance with these guidelines.
- B. Owners shall be permitted to vote by proxy. All proxy designations shall be in writing, dated, and filed with the Board Secretary. Proxy designations must be filed with the Secretary prior to the proxy submission deadline. The proxy submission deadline will be included with the meeting notice or proxy distribution. Owners voting by proxy shall be deemed to be present at the meeting for all purposes.
- C. Owners shall be permitted to vote by absentee ballot. The ballot will be developed by the Association. The ballot must be submitted by the ballot submission deadline, which will be circulated with the meeting notice or ballot distribution. No ballots will be accepted past the ballot submission deadline. Owners voting by ballot shall be deemed to be

present at the meeting for all purposes.

D. The Board shall establish procedures for voting at the meeting if the meeting is to be held in person or partially in person. That process shall be disclosed in the notice of the annual meeting.

E. Electronic Voting.

1. 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. The notice shall advise Owners when the voting platform will be available for voting.
2. 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, but also shall ensure the anonymity of the Owner's vote.
3. In order to be eligible to vote electronically, owners must register the email address they intend to vote from with management at least 7 days prior to the meeting at which the vote is to take place and certify that communications sent from that email address meet the signature requirements of Virginia Code Section 59.1-486. Votes sent electronically that do not originate from an email address previously registered with management will be deemed invalid.
4. The Board reserves the right to retain and use a 3rd party vendor to conduct the electronic voting on behalf of the Association. In the event that such a vendor is used to facilitate electronic voting, that vendor must have procedures in place to ensure that votes cast electronically originated from a registered owner within the Association. If such a vendor is not retained by the Board, the Board may proceed with allowing electronic voting pursuant to these guidelines.
5. Electronic votes may be cast until the voting deadline detailed on the official notice of meeting.
6. All electronic votes shall be kept or stored electronically in a secure manner until the ballots and/or preliminary electronic vote tally have been released to the inspectors of election and Secretary for counting or verification. All proxy forms shall be kept in a secure location until the voting deadline as well.
7. Proxy forms and electronic proxy/ballots will be counted and recorded using an electronic preliminary tally. Vote counters shall present all voidable ballots or proxies to the inspectors of election and Secretary for a ruling on the validity of the ballot/vote(s) in question. The vote counters shall certify the preliminary tally once they have verified the accuracy of the votes cast for each candidate.

8. All ballots and electronic voting data shall be retained for 1 year after the vote after which time the Association may dispose of the ballots and records as it deems appropriate or in accordance with a duly adopted records retention policy.

IV. MISCELLANEOUS

- A. Results of votes will be announced by the Board President (or designated chair) at the meeting. If necessary, however, announcement of voting results may be delayed until after the meeting to tabulate the various voting methods. Voting results will be released as soon as possible by the means most accessible to most members.
- B. During any virtual meeting, those in attendance will be required to mute their microphone or other method of speaking once admitted to the meeting. The person presiding over the meeting may cause or direct the disconnection or muting of an attendee's connection if it causes undue interference with the meeting. The decision to do so, which is subject to debatable appeal, shall be announced during the meeting. Each attendee is responsible for their audio and internet connections. No action shall be invalidated on the grounds that the loss of, or poor quality of, an attendee's individual connection prevented participation in the meeting.
- C. The Board may adopt any other rules or regulations as appropriate for the efficient conduct of virtual meetings such as determining whether to allow use of chat functions or other similar features available by the virtual platform. At virtual and in-person meetings, the Board may also impose time limitations on speakers and set other rules to ensure fair and efficient conduct of the meeting.

The effective date of this Resolution shall be April 14, 2025.

FOREST HILLS COMMUNITY ASSOCIATION

By: Julie Farnam
President

FOR ASSOCIATION RECORDS

I hereby certify that a copy of the foregoing Resolution was distributed and published to the members of Forest Hills Community Association on April 11, 2025.

Julie Farnam
Community Manager

FOREST HILLS COMMUNITY ASSOCIATION
ADMINISTRATIVE RESOLUTION NO. 2025-001
(Procedures Relating to Meetings and Electronic Voting)

Duly adopted at a meeting of the Board of Directors held April 8, 2025.

Motion by: Julie Farnam Seconded by: Graham Law

VOTE:	YES	NO	ABSTAIN	ABSENT
<u>Julie Farnam</u> Director	<u>X</u>	<u> </u>	<u> </u>	<u> </u>
<u>Bobby Blabolil</u> Director	<u>X</u>	<u> </u>	<u> </u>	<u> </u>
<u>Karen Smith</u> Director	<u>X</u>	<u> </u>	<u> </u>	<u> </u>
<u>Theresa Godwin</u> Director	<u> </u>	<u>X</u>	<u> </u>	<u> </u>
<u>Robert Hood</u> Director	<u>X</u>	<u> </u>	<u> </u>	<u> </u>
<u>Prasad Indla</u> Director	<u> </u>	<u> </u>	<u> </u>	<u>X</u>
<u>Sebastian Crawford</u> Director	<u>X</u>	<u> </u>	<u> </u>	<u> </u>
<u>Rachel Dresen</u> Director	<u> </u>	<u> </u>	<u> </u>	<u>X</u>
<u>Larry Dorsey</u> Director	<u>X</u>	<u> </u>	<u> </u>	<u> </u>
<u>Janet Bond</u> Director	<u>X</u>	<u> </u>	<u> </u>	<u> </u>
<u>Graham Law</u> Director	<u>X</u>	<u> </u>	<u> </u>	<u> </u>
<u>Alyson Minter</u> Director	<u> </u>	<u> </u>	<u> </u>	<u>X</u>

ATTEST:

Theresa A. Sedwin
Secretary

4/10/2025
Date

Resolution effective: April 14, 2025.

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