

SPRING PARK STATION HOMEOWNERS ASSOCIATION

ADMINISTRATIVE RESOLUTION NO. 2025-001

Procedures Relating to Electronic Annual, Board, and Committee Meetings and Electronic Voting

WHEREAS, Article 4, Section 4.1 of the Association's Bylaws provides that the Board of Directors ("Board") shall have all of the powers necessary for the administration of the affairs of the Association and may do all such acts and things as are not required by the Virginia Nonstock Corporation Act ("Nonstock Act") or the Association Documents (as defined in the Declaration) to be exercised and done by the Owners including the ability to adopt reasonable rules and regulations; and

WHEREAS, Article 2, Section 2.3, and Article 10 of the Bylaws, provides that written notice of Member meetings shall be in writing and shall be deemed to have been duly given if hand delivered personally to the Owner or to the Owner's address of record, or delivered by other form of wire or wireless communication, or by U.S. Mail, postage prepaid to the Owner at the address which the Owner shall designate in writing and file with the Secretary, or at the Lot of the Owner if no alternated address was designated; and

WHEREAS, Article 2, Section 2.5 of the Bylaws provides that a quorum for Member meetings shall be met if members, or their proxies, representing 25% of the total number of votes are present in person or by proxy; and

WHEREAS, Article 3, Section 3.3 of the Bylaws provides that Owners may vote at a meeting in person by voice vote or ballot; and

WHEREAS, Article 3, Section 3.4 of the Bylaws provides that votes may be cast in person or by proxy; and

WHEREAS, Section 55.1-1832 (A) of the Virginia Property Owners Association Act (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

WHEREAS, Section 55.1-1832 (B) of the POAA provides that 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 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 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 (G) of the POAA 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 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, and that Members voting by absentee ballot or proxy shall be deemed to be present at the meeting for all purposes; and

WHEREAS, Section 13.1-844.2 of the Non-Stock 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 Non-Stock 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 Governing Documents do not prohibit electronic notices or voting, or conducting meetings of the Board, committees, or members of the Association via electronic means, or prohibit absentee ballot voting and therefore, the Board of Directors deems it appropriate to adopt rules for absentee ballots, electronic voting and the conduct of virtual board, committee and member meetings for when the Board deems virtual or electronic format to be appropriate.

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

I. ELECTRONIC BOARD AND COMMITTEE MEETINGS

- A. The Board may 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.
- E. Committees and the Board may convene in executive session (without Owner's present) as set forth in §55.1-1816 (C) of the 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. 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. Proxy Voting. Members shall be permitted to vote by proxy. All proxy designations shall be in writing and filed with the Board 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. Owners desiring to vote via proxy should contact the Association's managing agent for an approved proxy form.
- C. Absentee Voting. Members 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. In Person Voting. 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 to vote by electronic means may contact the Managing Agent for a paper ballot.
 - 2. The notice shall advise Owners when voting platform will be available for voting.
 - 3. 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.

F. 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. Proxy and absentee ballots will be maintained by the Association in due course.
3. If person presiding over the meeting chooses to appoint inspectors of election, 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.
4. If necessary, 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.
5. Notice of the meeting may be by electronic communications. If the electronic meeting notice is returned to the sender as undeliverable, the meeting notice will be mailed to the lot address or other address provided for notices.
6. Owners wishing to serve on the Board are encouraged to submit nomination petitions as it will enable their names to be included on ballots that are circulated prior to the meeting.

IV. **DEFINITIONS** - The capitalized terms used in this document shall have the meanings set forth in the Association's Documents unless otherwise defined herein.

The effective date of this Resolution shall be February 12, 2025. This Resolution shall supersede and replace all prior resolutions regarding virtual meetings.

Spring Park Station Homeowners Association

By: *Derrick Hanson*
Derrick Hanson, President