

LONGHILL GATE HOMEOWNER'S ASSOCIATION, INC.

Resolution for Association Meetings, Board Meetings and Committee and Subcommittee Meetings Electronic Meeting and Voting Guidelines

WHEREAS, Va. Code Ann. §55.1-1832(F) authorizes any meeting of the Association, the Board of Directors, or any committee or subcommittee to be held entirely or partially by electronic means, provided that the Board has adopted guidelines for the use of electronic means for such meetings, and that such guidelines shall ensure that the persons accessing such meetings are authorized to do so and that persons entitled to participate in such meetings have an opportunity to do so; and

WHEREAS, Va. Code Ann. §55.1-1815(H) authorizes Members to vote by electronic means, provided that the Board has adopted guidelines for voting by electronic means; and

WHEREAS, the Board of Directors finds it to be in the best interest of the Association to adopt guidelines to permit meetings to be held entirely or partially by electronic means, and to permit voting by electronic means.

BE IT RESOLVED, the Board of Directors adopts the following guidelines which shall apply to meetings of the Members, the Board, and any committee or subcommittee, that are held entirely or partially by electronic means, and to any voting that is conducted by electronic means or absentee ballot:

ASSOCIATION MEETINGS OF THE MEMBERS

1. Any meeting of the Members may be held either entirely or partially by electronic means. The Board shall determine whether the meeting shall be held entirely or partially by electronic means.
2. "Electronic means" includes a meeting conducted via teleconference, videoconference, Internet exchange, or other electronic methods.
3. Meetings held entirely or partially by electronic means shall be open to all Members. The Association meeting notice shall provide Members with all necessary information on how to participate in the meeting. If the meeting is to be held partially by electronic means and there is in-person capability, the notice shall include information on how to attend the meeting in-person. If the meeting is to be held entirely by electronic means, the notice shall include information on how to access the meeting by computer, smartphone or tablet, and shall also provide a call-in phone number to access the meeting. Members shall not share access information with non-Members who are not entitled to attend the meeting.
4. Notice of the meeting shall be sent in advance of the meeting as required by the Bylaws and applicable law. Notice may be given by electronic means or email if

BOARD OF DIRECTOR MEETINGS, COMMITTEE AND SUBCOMMITTEE MEETINGS

1. Any meeting of the Board of Directors, a committee or subcommittee, may be held either entirely or partially by electronic means. The Board shall determine whether a Board, committee or subcommittee meeting is held entirely or partially by electronic means.
2. "Electronic means" includes a meeting conducted via teleconference, videoconference, Internet exchange, or other electronic methods.
3. Board, committee and subcommittee meetings shall be open to all Members. Notice of Board, committee and subcommittee meetings shall be published where it is reasonably calculated to be available to a majority of the Members. The notice shall provide Members, Board members and/or committee and subcommittee members, as applicable, with all necessary information on how to participate in the meeting. If the meeting is to be held partially by electronic means and there is in-person capability, the notice shall include information on how to attend the meeting in-person. If the meeting is to be held entirely by electronic means, the notice shall include information on how to access the meeting by computer, smartphone or tablet, and shall also provide a call-in phone number to access the meeting.
4. Notice of the meeting shall be sent in advance of the meeting as required by the Bylaws and applicable law. Notice may be given by electronic means or email if consented to by the person to whom the notice is given, provided that the officer or their agent who sends the notice certifies in writing that notice was sent and, if such electronic mail is returned as undeliverable, notice is subsequently sent by U.S. Mail.
5. The Board shall implement a process to verify that those attending the meeting by electronic means are authorized to do so. Such verification may include the assignment of identification codes, verification forms for phone numbers or email addresses, review of the participant list, roll call, or requests for parties to identify themselves and their unit address. Members, Board members, committee and subcommittee members should use their name, as it appears on the Association's membership list, as their screen name or to identify themselves.
6. Voting, consent to and approval as required by the Governing Documents or law may be conducted by electronic means. A record evidencing such vote, consent or approval shall be created and maintained for the same period as non-electronic forms of voting.
7. Board members may vote at a Board meeting in person or by electronic means. Voting by electronic means may include submitting votes by electronic mail, voting through the platform used to host the meeting, voting through any other platform designated by the Board, or any other electronic method, provided that it creates a

record that can be retrieved and reviewed by the Association or its managing agent following the meeting. Board members attending a Board meeting in-person or by electronic means shall be deemed to be present at the meeting for the purpose of establishing a quorum.

8. Committee and subcommittee members may vote at a committee or subcommittee meeting in person or by electronic means. Voting by electronic means may include submitting votes by electronic mail, voting through the platform used to host the meeting, voting through any other platform designated by the Board, or any other electronic method, provided that it creates a record that can be retrieved and reviewed by the Association or its managing agent following the meeting. Committee or subcommittee members attending a committee or subcommittee meeting in-person or by electronic means shall be deemed to be present at the meeting for the purpose of establishing a quorum.
9. Persons who are not speaking should mute themselves or may be muted by the host. The President or Board may impose a reasonable time limitation on the amount of time each Unit Owner may speak during any Member comment period. While speaking during the meeting, participants should exercise normal meeting courtesies to include, minimizing background noise, silencing phones, honoring time limitations, speaking clearly and not interrupting other speakers. The host may mute any participant who engages in statements that are threatening, vulgar, offensive, defamatory, discriminatory, unrelated to Association business, or otherwise inappropriate for the meeting.
10. Meetings may be recorded by the Association for the purpose of preparing the minutes of the meetings. Recordings shall only be maintained by the Association until the meeting minutes are approved.
11. These procedures may be modified by the Board of Directors from time to time.

The Board directs that this Resolution shall be reasonably published or distributed to the Members of the Association.

This Resolution is effective on December 8, 2021.

Adopted by ☐ unanimous consent of the Board of Directors as evidenced by the attached signatures or ☐ at a duly called meeting of the Board of Directors on December 8, 2021.

Mary Jo Ransom 12/8/21
Secretary Date