

## **Crestbrook Homes Association**

### **Resolution No. 2021-1 Use of Electronic Means for Meeting and Voting**

WHEREAS, the Declarations of Covenants, Conditions and Restrictions for Crestbrook Homes Association (“Declaration”), as amended, and the By-Laws of Crestbrook Homes Association (“By-Laws”), as amended, and the Articles of Incorporation of Crestbrook Homes Association (“Articles of Incorporation”), as amended, collectively known as the Governing Documents, provide that the Lots are subject to the Governing Documents and the Rules and Regulations of Crestbrook Homes Association (“Association”); and

WHEREAS, there were amendments to §§ 55.1-1800, 55.1-1815, 55.1-1816 and 55.1-1832 of the Code of Virginia (1950), as amended, (the “Virginia Property Owners’ Association Act” or the “POAA”), relating to the use of electronic means for meetings and voting, that became effective July 1, 2021; and

WHEREAS, § 55.1-1800 of the POAA provides that a meeting conducted by electronic means includes a meeting conducted via teleconference, videoconference, Internet exchange, or other electronic methods; and

WHEREAS, any term that is defined in § 59.1-480 of the Uniform Transactions Act (Va. Code Ann. §§ 59.1-479 et seq.) has the meaning set forth in that section; and

WHEREAS, pursuant to § 55.1-1832.A of the POAA, any notice to be sent or received by the Governing Documents or the POAA may be accomplished by electronic means, with the exception of any notice related to an enforcement action by the Association, an assessment lien, or foreclosure proceeding in enforcement of an assessment lien; and

WHEREAS, §§ 55.1-1815.H and 55.1-1832.F of the POAA provide that, unless expressly prohibited by the Governing Documents, an Owner may vote at a meeting of the association in person, by proxy, or by absentee ballot; that such voting may take place by electronic means, provided that the Board of Directors (“Board”) has adopted guidelines for such voting by electronic means; and further, that an Owner voting by absentee ballot or proxy shall be deemed to be present at the meeting for all purposes; and

WHEREAS, § 55.1-1832.F of the POAA provides any meeting of the association or Board or any committee, may be held entirely, or partially, by electronic means provided that the Board had adopted guidelines for the use of electronic means for such meetings; and

WHEREAS, the statutory provisions cited above relating the use of electronic means for meetings and voting are not prohibited by the Governing Documents of the

Association, and therefore, apply to the Association pursuant to §§ 55.1-1832.A and 55.1-1835.H of the POAA; and

WHEREAS, a "Meeting" shall include (a) regular meetings, special meetings and work sessions, certified meetings, covenant violation or due process hearings pursuant to § 55.1-1819 of the POAA, and/or Association Complaint hearings under § 54.1-2354.4 of the Code of Virginia of the Meeting"), including an Architectural Review Board, a/k/a, Architectural Control Committee, Nominating Committee, Recreation Committee, Maintenance Committee, Publicity Committee, Audit Committee, and other committees of the Board ("Committee Meetings"), and (b) meetings of the Association or owners including annual meetings of the association and special meetings of the association ("Association Meeting"); and

NOW, THEREFORE, BE IT RESOLVED, that the Board adopts this resolution and guidelines for the use of electronic means for meeting and voting.

**A. Use of Electronic Means for Board Meetings.**

1. Any Board Meeting or Committee Meeting may be held entirely or partially by electronic means provided the Board has adopted guidelines for the use of electronic means for such meetings. Such guidelines shall ensure that persons accessing such meetings have an opportunity to do so.

2. The Board shall determine whether any Board Meeting or Committee Meeting may be held entirely or partially by electronic means.

3. In compliance with the Governing Documents and the POAA, notice of the time, date, and place of each Board Meeting or any Committee Meeting shall be published where it is reasonably calculated to be available to a majority of the Owners.

4. The Board will select a conference application, or contractor, type of equipment, computer, and/or telephone which will facilitate a Board Meeting or Committee Meeting conducted by electronic means, including the owner comment period of a Board Meeting, permitting owners to comment on matters relating to the Association, or in the case of a special meeting, comment on matters listed on the meeting agenda. The Board shall ensure that persons accessing such meetings are authorized to do so.

5. Except for those portions of a Board meeting conducted in executive session pursuant to the POAA, meetings conducted by electronic means shall be open for owners to monitor or participate when authorized.

6. In compliance with the POAA, the Board may adopt procedures regarding the length of the owner comment period, establishing a time limit for each owner and the times during the meeting when an owner may be able to comment. An owner must be recognized by the presiding officer at the Board meeting before being provided an

opportunity to comment. Once the owner comment period has concluded, owners shall no longer interrupt the Board meeting unless they are recognized by the presiding officer, which the officer may decline to do in his/her discretion.

7. In compliance with the POAA, the Board shall adopt procedures for making the board packet for the open portion of the Board meeting available for examination by the owners on any of the venues normally used to announce Board meetings, such as the community web site, bulletin board, regular mail, newsletter or by regular mail or e-mail.

8. In compliance with the POAA, any owner may record any portion of a meeting required to be open that is conducted electronic means; however, the presiding officer may request that any owner doing so provide notice that the meeting is being recorded.

#### **B. Use of Electronic Means for Meetings of the Association**

1. Any Association Meeting may be held entirely or partially by electronic means, including the annual meetings of the association and special meetings of the association.

2. Notice of Association Meeting shall be sent by United States mail, postage prepaid, to all owners, in compliance with the Governing Documents and the POAA. Notice may be sent by electronic means if consented to by the owner, provided that the officer or agent sending notice certifies in writing that notice was sent, and, if such electronic mail was returned as undeliverable, notice was subsequently sent by United States mail.

3. The Board shall determine whether any Association Meeting may be held entirely or partially by electronic means.

4. The Board will select a conference application, or contractor, type of equipment, computer, and/or telephone which will facilitate an Association Meeting conducted by electronic means, including the owner comment period of a Board Meeting, permitting owners to comment on matters relating to the Association, or in the case of a special meeting, comment on matters listed on the meeting agenda. The conference application, or contractor, type of equipment, computer, and/or telephone shall ensure that persons accessing such meetings are authorized to do so.

5. Pursuant to § 55.1-1832.F of the POAA, the Board shall adopt further procedures to ensure that persons are entitled to participate in such meeting and have an opportunity to do so, including but not limited to: (a) methods of determining the presence of quorum, (b) the conditions under which a owner may raise a point of order, (c) methods for seeking recognition by the presiding officer and obtaining the floor, (d) means by which motions can be submitted in writing during a meeting, (e) methods for taking and verifying the votes, including a vote to adjourn the meeting to a later time and

date and (f) methods of participating in discussions on old business, new business, and any open forum.

6. The Board may adopt procedures for making any written materials available at Association Meetings, such as the budget, agenda, or minutes of the prior Meeting, on any of the venues normally used to announce Board and/or Association Meetings, such as the community web site, bulletin board, newsletter or by regular mail or e-mail.

### **C. Use of Electronic Means for Voting**

1. An owner may vote at any meeting of the Association in person, by proxy or by absentee ballot.

2. Owners voting by absentee ballot or proxy shall be deemed to be present at the meeting for all purposes.

3. Voting on, consent to, and/or approval of any matter under the Governing Documents or the POAA may be accomplished by electronic means, provided that a record is created as evidence of such vote, consent, or approval and maintained for as long as such record would be required to be maintained in nonelectronic form.

4. The Board may establish a method for owners to provide a statement and/or materials related to their candidacy for election to the Board prior or during an Association Meeting, such as the community web site, bulletin board, newsletter or by regular mail or e-mail.

5. Article VII, Section 2 of the By-Laws requires a vote, consent, or approval for election to the Board to be obtained by secret ballot, the electronic means shall protect the identity of the voter. If the electronic means cannot protect the identity of the voter, another means of voting shall be used.

### **D. Use of Technology.**

1. If any owner does not have the capability or desire to conduct business at a meeting using electronic means, the Association shall make available a reasonable alternative, at its expense, for such owner to conduct business with the Association.

2. An electronic signature fulfilling the requirements of applicable law shall satisfy any requirement for a signature under the Governing Documents and the POAA.

3. Pursuant to § 55.1-1832.A of the POAA, any notice to be sent or received by Governing Documents or the POAA, may be accomplished by electronic means, with the exception of any notice related to an enforcement action by the Association, an assessment lien, or foreclosure proceeding in enforcement of an assessment lien.

4. The Board shall make available instructions to the owners on how to participate in any meeting conducted by electronic means. This information will be made available to the owners on any of the venues designated by the Board normally used to announce Board meetings, such as the community web site, bulletin board or newsletter.

5. The Secretary, or its designee, shall take the minutes of the Meeting, and the fact that the Meeting was held by electronic means, entirely or partially, and the type of electronic means by which the Meeting was held.

6. The Board shall ensure that persons accessing such Meetings are authorized to do so, especially during any portion of a Board Meeting held in executive session.

7. The Board shall develop additional procedures for contingencies in the event of technical difficulties or malfunctions.

8. The Board may develop additional procedures for recognizing other Board members and owners and their obtaining the floor and speaking or communicating without interruption during a Meeting.

9. The Association, owners, and other persons entitled to occupy a Lot may perform any obligation or exercise any right under the Governing Documents or the POAA by electronic means.

This Resolution was adopted by the Board of Directors on 10/12/2021.

The effective date of this Resolution is October 12, 2021.

The Board directs that this Resolution regarding meeting and voting by electronic means shall be reasonably published or distributed to the owners.

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Crestbrook Homes Association

By:



Mark Brabrook, President

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