

**WRIGHT FARM HOMEOWNERS ASSOCIATION, INC.
ADMINISTRATIVE RESOLUTION NO. 2-21**

(Procedures Relating to Virtual Board, Committee and Annual Meetings)

WHEREAS, Article 4, Section 4.01 of the Bylaws of Wright Farm Homeowners Association, Inc. provides that the Board of Director shall manage the business and affairs of the Association and may exercise all of the powers of the Association, except such as are, by the laws of Virginia, the Articles of Incorporation, the Declaration or these Bylaws, conferred upon or reserved to the Members;

WHEREAS, Article 2, Section 2.1 of the Bylaws provides that the annual meeting of the Association shall be held on weekdays (other than legal holidays recognized as such in Virginia) at least ten months but not more than fourteen months after the preceding annual meeting at such place, date and time as may be fixed from time to time by a resolution of the Board of Directors; and

WHEREAS, Section 55.1-1832 of the Property Owners' Association Act, effective July 1, 2021, provides that unless expressly prohibited by the Declaration, any notice required to be sent or received, or any signature, vote, consent or approval required to be obtained under any Declaration, or Bylaw provision or the Property Owners' Association Act may be accomplished using electronic means and that the Association and Owners may perform any obligation or exercise any right under any Declaration or Bylaw provision or any provision of the Property Owners' Association Act by use of electronic means; and

WHEREAS, Section 55.1-1832(D) of the Property Owners' Association Act further 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 Property Owners' Association Act, effective July 1, 2021, 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 Property Owners' Association Act, effective July 1, 2021, further 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 Property Owners' Association Act, effective July 1, 2021, 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. Members voting by absentee ballot or proxy shall be deemed to be present at the meeting for all purposes.

WHEREAS, Section 13.1-844.2 of the Nonstock Corporation 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 Nonstock Corporation 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 Association's Bylaws do not prohibit electronic voting or the conduct of a meeting of the Association via electronic means and therefore, in light of the continuing COVID-19 Global Pandemic and related Executive Orders in Virginia which limit large group gatherings, the Board of Directors deems it appropriate to conduct meetings virtually and to allow for absentee and electronic voting; and

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

I. BOARD AND COMMITTEE MEETINGS

- A. The Board of Directors has the authority to determine whether meetings of the Board and Committees shall be held entirely or partially by electronic means.
- B. The Board shall determine the virtual place for Board and Committee meetings by way of a virtual platform, conference call number or one or more other electronic means. The notice of the 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 meeting.
- D. There will be no physical meeting location and the location of the meeting will be virtual, unless otherwise determined by the Board and included in the notice of meeting.

II. ANNUAL MEETINGS

- A. Annual Meeting Location

- a. The Board of Directors has the authority to determine whether the annual meeting of the Association shall be held entirely or partially by electronic means.
- b. The Board of Directors shall determine the virtual place for the annual meeting by way of a virtual platform. The notice of the annual meeting will advise Owners of the means and methods for participating in the meeting electronically, and the meeting will be secured through a password only distributed to Owners through the notice. The platform will allow all Owners to hear the proceedings, substantially concurrent with the proceedings. The platform will also enable the Owners to speak or type messages for review by attendees
- c. Owners will be required to validate their ownership before being able to attend the 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. There will be no physical meeting location and the location of the meeting will be virtual, unless otherwise determined by the Board and included in the annual meeting notice.

B. Nominations

- a. A call for candidates will be mailed prior to the notice of the annual meeting. Anyone interested in serving on the Board of Directors may submit their candidacy for consideration by the members.
- b. In accordance with the Bylaws, Lot Owners, Spouses of Lots Owners and Mortgagees (or designees of Mortgagees) may be elected to the Board.
- c. All candidacy statements must be received by the date and time and in the format specified in the call for candidates or any subsequent deadline if extended by the Board. Candidates who timely submit their statements and otherwise qualify will have their statements mailed with the notice of the annual meeting and their names placed on mail-in ballot. Late submissions will not be accepted.
- d. Nominations will not be taken from the floor at the meeting.

C. Agenda

- a. The order of business shall be: (a) Roll call (proof of quorum); (b) Proof of notice of meeting; (c) Adoption of minutes of preceding meeting; (d) Reports of officers; (e) Reports of Board of Directors; (f) Reports of Committees; (g) Announcement of election results; (h) Unfinished business; (i) New business; and (j) Adjournment.

D. Proxy and Mail-In Election Ballots

- a. Absentee and proxy mail-in voting ballots must be submitted in accordance with the instructions set forth in the notice of annual meeting. The notice of annual meeting will include information on the chosen platform, how to submit proxy and absentee

election ballots, and the deadline for submission to the Association, which shall be before the commencement of the annual meeting. Delivery of a ballot may be by electronic means or paper form. **The only way to vote in the election is via submission of this ballot by the deadline set forth in the note.**

- b. Each Owner will receive an official Association proxy and absentee election ballot which serves two purposes:
 - i. To designate a specific proxy holder who is an officer of the Board who is not running for election and shall be present at the Annual Meeting, which shall ensure that the Owner's presence is counted for quorum purposes at the meeting, and
 - ii. To designate the specific candidates that the Owner wishes to vote for related to the election of directors. Note, the proxy designation is strictly to ensure establishment of quorum.
- c. There will be no uninstructed proxy ballots accepted by the Association, which means you can designate your proxy holder with the authority to vote for candidates as they see fit and not as you direct them to (instructed proxy).
- d. If a proxy and absentee voting ballot is submitted without selection of candidates for the election, the ballot shall be counted for quorum purposes only for the annual meeting.

E. Quorum

- a. Quorum is achieved if Owners entitled to cast at least twenty-five (25%) of the total number of votes are present, in person or by proxy, at the commencement of such meeting. The presence of any Owner or proxy attending the meeting virtually will be counted as being present for purposes of quorum. Accordingly, quorum will be deemed present throughout the meeting even if an Owner or proxy leaves the virtual meeting once the meeting is called to order. Owners who cast an absentee ballot are also counted as present at the meeting for quorum purposes.
- b. In the event quorum is not met, a majority of those Members present in person or by proxy by majority vote taken without notice other than by announcement, may call a further meeting of the Members and at such further meeting the percentage of votes required to constitute a quorum shall each be reduced to one-half (1/2) of the percentage specified above and by proxy.

F. Miscellaneous

- a. 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. Proxy and absentee ballots will also be maintained by the Association.

The effective date of this Resolution shall be July 1, 2021.

