

**THE DALE CITY FOURTH HOMEOWNERS ASSOCIATION, INC.**  
**Administrative Resolution # 2021-09-14**

**Guidelines for the Conduct of Meetings by Electronic Means**

WHEREAS, The Dale City Fourth Homeowners Association is a Nonstock Corporation, incorporated under the laws of the Commonwealth of Virginia.

WHEREAS, The Dale City Fourth Homeowners Association is a property owners association, subject to the Virginia Property Owners' Association Act, Va. Code Ann. §55.1-1800 et. seq.

WHEREAS, Article I of the Bylaws of The Dale City Fourth Homeowners Association states that meetings of members and directors may be held at such places as may be designated by the Board of Directors.

WHEREAS, Article VII, Section 2 of the Bylaws of The Dale City Fourth Homeowners Association states that election to the Board of Directors shall be by secret written ballot.

WHEREAS, Article X, Section 4 of the Bylaws of The Dale City Fourth Homeowners Association states that the "presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-tenth (1/10) of the votes of each class of membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-laws."

WHEREAS, Article X, Section 5 of the Bylaws of The Dale City Fourth Homeowners Association states that "[a]t all meetings of members, each member may vote in person or by proxy."

WHEREAS, the Virginia Property Owners' Association Act, Va. Code Ann. §55.1-1815, Section H, states in its entirety, "[u]nless 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, the Virginia Property Owners' Association Act, Va. Code Ann. §55.1-1816 has removed the two-person physical presence requirement for directors to convene a meeting of the board of directors.

WHEREAS, the Virginia Property Owners' Association Act, Va. Code Ann. §55.1-1832, Section D. states that, "[i]f the vote, consent, or approval is required to be obtained by secret written 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."

WHEREAS, the Virginia Property Owners' Association Act, Va. Code Ann. §55.1-1832, Section F. states in its entirety, "[a]ny 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, the Virginia Property Owners' Association Act, Va. Code Ann. §55.1-1832, Section G. mandates a reasonable alternative to conduct business with the association for persons who do not have the capability or desire to conduct business using electronic means.

WHEREAS, the Virginia Nonstock Corporation Act, Va. Code Ann. §13.1-844.2, "Remote participation in annual and special meetings," Section B states in its entirety, "[m]embers participating in a members' meeting 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 such proceedings.

WHEREAS, the Virginia Nonstock Corporation Act, Va. Code Ann. §13.1-844.2, "Remote participation in annual and special meetings," Section C states in its entirety, "[u]nless the articles of incorporation or bylaws require the meetings of members to be held at a place, the board of directors may determine that any meeting of the members shall not be held at any place and shall be instead held solely by means of remote communication in conformity with Subsection B."

NOW, THEREFORE, BE IT RESOLVED that the Board duly adopts the following Guidelines for the conduct of meetings by electronic means.

- I.** These Guidelines apply to all meetings of The Dale City Fourth Homeowners Association, including but not limited to; Annual and Special Member's Meetings, Regular and Special Meetings of the Board of Directors, Committee Meetings, and Hearings before a Committee or the Board of Directors.
- II.** The Board of Directors shall identify the type of technology to be used for the conduct of meetings by electronic means and promulgate the identity of the technology to the membership at large.
- III.** All Notices of Meetings shall identify the type of technology used, the link to access the specific meeting and the password. The Association shall distribute to the

membership at large instructions for using the meeting technology, including using a polling function, raising an issue or motion, uploading a document, and communicating. Any changes to the technology shall be promulgated to the membership at large prior to implementation. The Management Agent or a designated representative shall be available to answer questions relating to the use of the electronic meeting technology during normal business hours.

- IV. A person participating in a meeting by remote means in which he is able to hear the conversation and communicate (such as Zoom technology) shall be counted as “in-person” for voting and quorum purposes and shall meet the Virginia Nonstock Corporation Act and Virginia Property Owners’ Association Act requirements for concurrent participation in the meetings. Members participating through dial-in teleconference means shall be counted as “in-person” for quorum purposes but shall not vote for Directors at an annual meeting as the anonymous requirement is not met. Members participating through a dial-in teleconference can vote for all other matters submitted to the membership at a meeting.
- V. The Management Agent will maintain a Master List of members authorized to participate in a meeting by electronic means. Link and password information will be sent via the Notice of Meeting to authorized participants on the Master List. Guest attendees and speakers shall contact the Management Agent at least one (1) business day in advance of a meeting requesting that they be allowed to attend and provided with sign-on information. Association’s counsel will be provided relevant meeting sign-on information at least one (1) business day in advance of the meeting.
- VI. The Management Agent, the Presiding Officer, or an approved designee shall conduct a verification of all remote participants or their proxies prior to the start of any remotely conducted meeting. Any unauthorized participants will be blocked from remote participation or removed from the remote meeting interface.
- VII. A quorum will be determined once the verification has been completed, with any participant who is accessing the meeting through interactive technology such as Zoom counted for quorum purposes, in addition to those participants physically attending, and those listed by proxy. Absent members, may however, be treated as present for quorum purposes if they have provided an absentee ballot, as verified in advance by the Management Agent.
- VIII. Absentee ballots shall be returned to the Management Agent in two envelopes; an outer envelope with the Member’s name and address and a blank inner envelope with the anonymous absentee ballot. The Management Agent shall maintain a ledger of Members submitting an absentee ballot, which shall be used to determine the Member’s eligibility to vote by electronic means at a meeting. Absentee ballots will be removed from their envelopes at the meeting and the votes counted in the same manner and time as proxies are counted during the course of the polling.

- IX.** The quorum can only be challenged during its establishment or immediately after the determination has been made that a quorum is present, and any challenges are waived once new business is addressed at the meeting.
- X.** If the quorum is successfully challenged, a motion will be made to adjourn the meeting. A majority of the voting members present by person or virtually shall adjourn the meeting by announcement that the meeting has been adjourned.
- XI.** The election of the Board of Directors will be conducted by technology preserving the member's anonymity and will not consist of an e-mail to the Management Agent which can be traced to the member. Use of technology such as the "polling" function on Zoom-type technologies will be acceptable provided the responses are displayed in real time to all of the participants and are preserved by the Management Agent. A technology that does not display the vote tallies of individual candidates to the participants, or which cannot be saved electronically shall not be used by the Association. Votes taken by alternate means, such as through hand-written ballots shall be verbally announced and added to the final poll tallies. Multiple ballots submitted through alternative means such as electronic polling and an absentee ballot shall be counted as a single illegal vote and not counted, even if the candidates are consistent.
- XII.** In order to prevent monopolization or abuse of the electronic interface by a single person, a participant's questions and issues will be raised and addressed in time periods not to exceed one (1) minute. Two Public Comment Time Periods will be designated during an annual meeting, the first period not to exceed twenty (20) minutes, and the second, after all agenda items have been addressed, to five (5) minutes. In the event the public comment period passes the time limit, the interface supervisor will mute all participants. Participants will seek recognition or obtain the floor by using applicable technology that indicates they desire to speak.
- XIII.** Written motions shall be uploaded into the meeting interface for review by all participants and if less than two paragraphs, read into the record by the participant submitting the motion.
- XIV.** Members wishing to make a motion shall indicate their intent by selecting either the "hand" tab function or raising their hands where they can be viewed on their individual screen. Seconding shall be solicited after the motion has been stated.

- XV.** Annual and Special Members Meetings shall be conducted both by electronic means and in a physical location and no advance notice will be necessary. In the event that members do not desire to participate in any other meeting by electronic means, such as a board or committee meeting, they will contact the Management Agent at least one month prior to a scheduled meeting, or an alternate period of time designated by the Board of Directors, and the meeting will be conducted partially by electronic means. The Management Agent will provide computer stations, or alternative technology, at the physical location to allow active participation in the meeting by members physically present and a knowledgeable staff member/volunteer to assist the members with their participation.
- XVI.** The Management Agent, or the appropriate designee, shall record and save the entire meeting on a cloud-based system. The recorded meeting shall be regarded in the same manner as similar written documents and shall be furnished to members pursuant to the conditions of the Virginia Property Owners' Association Act.

**THE DALE CITY FOURTH HOMEOWNERS ASSOCIATION, INC.  
RESOLUTION ACTION RECORD**

Resolution Type: Guidelines No. 2021-09-14

Pertaining to: **Guidelines for the Conduct of Meetings by Electronic Means**

Duly adopted at a meeting of the Board of Directors held on SEPTEMBER 13, 2021.

Motion by: JENNIFER CAMPBELL

Seconded by: MELISSA MARTIN

<b>BOARD MEMBER</b>	<b>YES</b>	<b>NO</b>	<b>ABSTAIN</b>	<b>ABSENT</b>
STACY BOOKER	X			
JENNIFER CAMPBELL	X			
MELISSA MARTIN	X			

ATTEST:

\_\_\_\_\_ , Secretary

Resolution effective: SEPTEMBER 13, 2021