

SOUTHLAKE COVE TOWNHOMES ASSOCIATION

POLICY RESOLUTION No. 2025-07-01

Establishing procedures for electronic meetings

WHEREAS, the Southlake Cove Townhomes Association (the “Association”) is a Virginia property owners’ association organized and operating pursuant to the Virginia Property Owners’ Association Act (Code §§ 55.1-1800, *et seq.*, the “Act”), the Virginia Nonstock Corporation Act (Code §§ 13.1-801, *et seq.*, the “Nonstock Act”), the Declaration of Covenants Conditions and Restrictions for Southlake Cove Townhomes in the Residential Planned Community of Montclair in Prince William County, Virginia, recorded amongst the land records of Prince William County, Virginia in Deed Book 1634 at Page 0015, as amended, (the “Declaration”), the Articles of Incorporation of Southlake Cove Townhomes Association (the “Articles”), and the Bylaws of Southlake Cove Townhomes Association (the “Bylaws”).

WHEREAS, Section 55.1-1800 of the Act defines “electronic means” as any form of communication, not directly involving the physical transmission of paper, that creates a record that may be retained, retrieved, and reviewed by a recipient of such communication. A meeting conducted by electronic means includes a meeting conducted via teleconference, videoconference, internet exchange, or other electronic methods;

WHEREAS, Section 55.1-1815(G) of the Act and Article III, Section 3.02 of the Bylaws state that the Association shall hold an annual meeting at 8 P.M. each year on the same day;

WHEREAS, Section 55.1-1815(G) of the Act and Article III, Section 3.03 of the Bylaws state that special meetings of the member may be called at any time by the president of the Board of Directors (the “Board”) or upon written request of the members who are entitled to cast one-fourth (1/4) of all the votes of the Class A membership;

WHEREAS, Section 55.1-1815(G) of the Act, Section 13.1-842 of the Nonstock Act, and Article III, Section 3.04 of the Bylaws state that written notice of each annual meeting of the members shall be given no less than fourteen (14) and no more than thirty (30) days before the date of such meeting, and written notice of each special meeting of the members shall be given no less than ten (10) days and no more than thirty (30) days before the date of such meeting, unless the meeting is called to vote on an amendment to the Articles, plan of merger, proposed sale of assets, dissolution, in which case notice shall be provided no less than twenty-five (25) days and no more than fifty (50) days before the meeting, or if the meeting is called to vote to increase the annual assessment or levy a special assessment or reduce reserve, in which case notice shall be provided no less than ten (10) days and no more than fifty (50) days before the meeting;

WHEREAS, Section 55.1-1815(G) of the Act states that notice of meetings shall be sent by United States mail to all members at the address of their respective lots unless the member has provided to such officer or his agent an address other than the address of the member’s lot. In lieu of sending such notice by United States mail, notice may instead be (i) hand delivered by the officer or his agent provided that the officer or his agent certifies in writing that notice was

delivered to the member, or (ii) sent to the member by electronic mail provided that the member has elected to receive such notice by electronic mail and, in the event that such electronic mail is returned as undeliverable, notice is subsequently sent by United States mail;

WHEREAS, Section 55.1-1815(H) of the Act states that, unless expressly prohibited by the governing documents, members may vote at Association meetings via electronic means, provided that the Board has adopted guidelines for such voting by electronic means;

WHEREAS, Section 55.1-1832(D) of the Act provides that Members may vote on, consent to, and approve any matter under any declaration or bylaw provision or provision of the Act via 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;

WHEREAS, Section 55.1-1832(F) of the Act provides that any meeting of the Association, the Board, and/or any committee may be held entirely or partially by electronic means, provided that the Board 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;

WHEREAS, Section 55.1-1832(G) of the Act provides that the Association shall make available a reasonable alternative, at its expense, for anyone that does not have the capability or desire to conduct business using electronic means;

WHEREAS, Article VI, Section 6.01 of the Bylaws states that the Board shall hold regular meetings quarterly and Article VI, Section 6.02 of the Bylaws states that special meetings of the Board shall be held when called by the president or by any two (2) Directors;

WHEREAS, Virginia Code Section 13.1-849(s) states that a majority of the votes cast by the members at a duly-called Association meeting at which a quorum is present shall be sufficient to take or authorize action upon any matter which may properly come before the meeting, except as otherwise required by the laws of the Commonwealth of Virginia, the Declaration, or the Articles;

WHEREAS, Article V, Section 5.02 of the Bylaws states that elections to the Board shall be by secret written ballot;

WHEREAS, Article VII, Section 7.01(C) of the Bylaws authorizes the Board to exercise for the Association all powers, duties and authority vested in or delegated to the Association and not reserved to the membership; and

WHEREAS, the Board believes it to be in the best interests of the Association to establish procedures for electronic notices and virtual meetings.

NOW, THEREFORE, BE IT RESOLVED that the following procedures are hereby adopted for notices to be sent via electronic means and for meetings to be conducted via electronic means.

I. Electronic Notices

A. Request to Receive Notice by Electronic Means.

1. Members desiring to receive Association notices via email must complete the attached request form and submit it to the Association's management agent.
2. Members who do not complete and submit the attached request form will continue to receive Association notices via hand-delivery and/or first-class mail as specified in Paragraph B(1) below.

B. Notice of Association Meetings

1. **Conventional Notice.** Pursuant to Article III, Section 3.04 of the Bylaws, written notice of each Association meeting shall be mailed at least ten (10) days and no more than sixty (60) days before the date the meeting is scheduled, by mail, to each member entitled to vote at the meeting.
2. **Electronic Means.** Members who have completed and submitted the attached request form to the Association's management agent will receive notice of Association meetings via email beginning no sooner than fifteen (15) days after the request form is received by the Association's management agent.

Members who have submitted a request to receive notice via electronic means will no longer receive hard copies of future notices of Association meetings beginning no sooner than fifteen (15) days after the request form is received by the Association's management agent.

Members may receive a confirmation email within thirty (30) days after the request form is received by the Association's management agent. It is incumbent upon individual members to confirm that they are properly registered to receive notices via electronic means and that they provided the correct contact information to the Association.

C. Notice of Board Meetings and Committee Meetings

Notice of Board and/or committee meetings will be posted to the Association's website and emailed to those members who have elected to receive notices via electronic means.

D. Notice of Enforcement Actions

1. Notice regarding individual enforcement actions concerning a member's lot or use of Common Area will be sent via first-class and certified mail, return-receipt requested, as required by the Act.
2. Notice regarding individual delinquencies and payment of assessments or charges will be sent via first-class mail and/or certified mail, return-receipt requested, as required by the Act.
3. Notice of individual enforcement actions or delinquencies may also be sent via electronic means to members who have completed and submitted the attached request form to the Association's management agent.

E. Other Notices

1. All notices not expressly required by the Act, Nonstock Act, Declaration, Articles, or Bylaws to be sent via first-class and/or certified mail, will be sent by electronic means to members who have completed and submitted the attached request form to the Association's management agent.
2. Notices will be mailed or hand delivered to members who have not completed and submitted the attached request form.
3. The Association may also post notices to the Association's website.

II. Virtual Meetings

A. Association Meetings

1. **Format.** Pursuant to Section 1832(F) of the Act, the Board may decide to convene any annual meeting or special meeting entirely or partially by electronic means. The Board shall specify how the meeting is to be convened in the meeting notice.
2. **Videoconferencing.** If so determined, the Board may convene any annual meeting or special meeting via videoconference platforms (e.g., Zoom, Microsoft Teams, etc.); provided, however, that the platform selected shall be free of charge to individual members and compatible with electronic devices such as phones, laptops, and computers.
3. **Conference Call.** If so determined, the Board may convene any annual meeting or special meeting via conference call.
4. **Roll Call.** Prior to convening any annual meeting or special meeting via electronic means, the Secretary (or a person designated by the Secretary) shall conduct a roll call whereby they will request the full name and address of each member participating in the meeting via electronic means. The Secretary (or a

person designated by the Secretary) shall maintain a record of the roll call results with the meeting minutes.

5. **Proxies.** Any individual holding a proxy for a member and appearing at an annual meeting or special meeting via electronic means shall submit an executed proxy form to the Secretary (or a person designated by the Secretary) prior to the start of the meeting. Failure to timely submit a completed proxy form prior to the meeting renders the proxy invalid.
6. **Alternatives.** Pursuant to Section 1832(G) of the Act, if any Member or proxy-holder does not have the capability or desire to conduct business using electronic means, the Association will provide a reasonable alternative, at its expense. Anyone who does not desire to participate in any annual or special meeting via electronic means must timely request an alternative at least forty-eight (48) hours before the scheduled meeting time.
7. **Recording.** Members or their proxy-holders are permitted to record annual meetings or special meetings, however, they must provide notice to the Secretary (or a person designated by the Secretary) prior to the meeting being called to order, and they must ensure that their recording device, equipment, and/or software does not interfere with the meeting.
8. **Speaking Time.** Members or their proxy-holders are allotted a maximum of five (5) minutes to address the Association during the open forum session at every annual meeting or special meeting.

B. Board/Committee Meetings

1. **Format.** Pursuant to Section 1832(F) of the Act, the Board may decide to convene any regular or special meeting of the Board and/or a committee entirely or partially by electronic means. The Board shall specify how the meeting is to be held in the meeting notice.
2. **Videoconferencing.** If so determined, the Board may convene any regular or special meeting of the Board and/or a committee via videoconference platforms (e.g., Zoom, Microsoft Teams, etc.) that permit real-time communication between individuals; provided, however, that the platform selected shall be free of charge to individual members and compatible with mainstream telecommunication devices.
3. **Roll Call.** Prior to convening any regular or special meeting of the Board and/or a committee, the Secretary (or a person designated by the Secretary) or committee shall conduct a roll call whereby they will request the full name and address of each member participating in the meeting via electronic means. The Secretary (or a person designated by the Secretary) or committee chair shall maintain a record of the roll call results with the meeting minutes.

4. **Alternatives.** Pursuant to Section 1832(G) of the Act, if any member does not have the capability or desire to conduct business using electronic means, the Association will provide a reasonable alternative, at its expense. Anyone who does not desire to participate in any regular or special meeting of the Board and/or a committee via electronic means must timely request an alternative at least forty-eight (48) hours before the scheduled meeting time.
5. **Recording.** Any member is permitted to record Board and/or committee meetings, however, they must provide notice to the Secretary (or a person designated by the Secretary) prior to the meeting being called to order, and they must ensure that their recording device, equipment, and/or software does not interfere with the meeting.

III. Voting

A. Membership Meetings

1. **Voice Vote.** Any matter presented to the membership for a vote may be conducted by voice vote, except as otherwise required by the laws of the Commonwealth of Virginia, the Declaration, Articles, or Bylaws. A voice vote shall be conducted by the presiding officer stating the question, then asking those in favor and against to say “yea” or “nay,” respectively and announce the result according to his or her judgment.
2. **Rising Vote.** Any matter presented to the membership for a vote may be conducted by a rising vote, except as otherwise required by the laws of the Commonwealth of Virginia, the Declaration, Articles, or Bylaws. A rising vote shall be conducted by the presiding officer stating the question, then asking those in favor to raise their hand or such indication of affirmation as the meeting platform may permit.
3. **Roll Call Vote.** Any matter presented to membership for a vote may be conducted by roll call vote, except as otherwise required by the laws of the Commonwealth of Virginia, the Declaration, Articles, or Bylaws. A roll call vote shall be conducted by calling the name of each member present, in person or by proxy, and recording their vote on the matter presented. A copy of roll call tally sheet reflecting the results of the vote shall be maintained as an exhibit to the meeting minutes for the meeting.
4. **Electronic Vote.** Any matter presented to membership for a vote may be conducted via electronic means, except as otherwise required by the laws of the Commonwealth of Virginia, the Declaration, Articles, or Bylaws, and provided that the platform utilized by the Association: 1) provides sufficient safeguards to ensure that the people participating in the vote are authorized to do so; and 2) creates a written record that reflects the names of the voters and the results. A

copy of the results of any electronic vote shall be maintained as an exhibit to the meeting minutes for the meeting. If the vote, consent, or approval is required to be obtained by secret ballot, the electronic means shall protect the identity of the voter as required by the Act.

B. Election of Directors

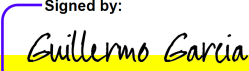
1. **Written Ballot.** Pursuant to Article V, Section 5.02 of the Bylaws, elections to the Board shall be by secret written ballot.
2. **Electronic Vote.** Pursuant to Section 55.1-1832(D) of the Act, the Board, in its sole discretion, may decide to conduct elections to the Board via electronic means; provided, however, that the platform utilized by the Association must: 1) employ sufficient safeguards to ensure that the individuals participating in the election are authorized to do so; 2) ensure that each member's vote is kept confidential; and 3) create a written record that reflects the names of the participants and the election results. The Association shall maintain the written record for one (1) year following the adjournment of the meeting at which the election was held.

C. Board Meeting

1. **Voice Vote.** Any matter presented to the Directors for a vote may be conducted by voice vote. A voice vote shall be conducted by the presiding officer stating the question, then asking those in favor and against to say "yea" or "nay," respectively and announce the result according to his or her judgment.
2. **Roll Call Vote.** Any matter presented to the Directors for a vote may be conducted by roll call vote. A roll call vote shall be conducted by calling the name of each Director present, in person or by proxy, and recording their vote on the matter presented. A copy of roll call tally sheet reflecting the results of the vote shall be maintained as an exhibit to the meeting minutes for the meeting.

ADOPTED JULY 2, 2025.

BOARD OF DIRECTORS
SOUTHLAKE COVE TOWNHOMES ASSOCIATION

Signed by:

Attest: 
Guillermo M. Garcia Jr., Vice President

Signed by:

By: 
John McCann, President

SOUTHLAKE COVE TOWNHOMES ASSOCIATION

Resolution Action Record

Resolution Type: Policy / No. 2025-07-01

Pertaining to: Establishing procedures for virtual meetings

Duly adopted:

☐ At a meeting of the Board of Directors of Southlake Cove Townhomes Association held on _____, 2025.

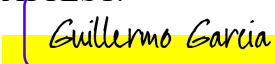
Motion by: _____ Seconded by: _____

☒ By Action Without Meeting on JULY 1, 2025.

Action (VOTE Yes or No):

Board Member:	Action - Yes or No:	1) Approve/Disapprove of Action Without Meeting to approve POLICY RESOLUTION NO. 2025-07-01, Electronic Meeting Resolution 2) Approve/Disapprove of POLICY RESOLUTION NO. 2025-07-01, Electronic Meeting Resolution
John McCann	YES	Jul 2, 2025, 6:03 PM 1) Approve; 2) Approve
Guillermo M. Garcia Jr.	YES	Jul 2, 2025, 11:41 AM 1) approve; 2) approve
Felicia Stephenson	YES	Jul 1, 2025, 4:41 PM 1. Approve; 2. Approve
Don Collins, II	YES	Jul 2, 2025, 4:06 PM 1) Approve; 2) Approve

ATTEST

Signed by: 
B067CAB1F0EB44D...

Guillermo M. Garcia Jr., Vice President

7/3/2025

Date

Resolution effective: JULY 3, 2025

Exhibit A
SOUTHLAKE COVE TOWNHOMES ASSOCIATION
CONSENT FOR ELECTRONIC NOTICES

Pursuant to Code § 55.1-1815(G), members may elect to receive notices from the Southlake Cove Townhome Association may elect to receive notices via electronic means. To this end, members desiring to receive notices and correspondence from the Association via electronic means must complete and return this form to the Association’s management agent.

Owner(s):

_____	_____
(Printed Name)	(Printed Name)

Lot/Unit Address:

_____	_____	_____
Street	State	Zip Code

Mailing Address (if different):

_____	_____	_____
Street	State	Zip Code

Emergency Contact Telephone Number(s):

_____	_____
Home/Cell/Work	Home/Cell/Work

Preferred Email Address(es):

_____	_____
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I/we request and authorize the Southlake Cove Townhomes Association to send all notices and other correspondence to me at the email address(es) provided above. I/we understand that notice and correspondence required by the Governing Documents and/or Virginia law to be sent by regular or certified mail will continue to be sent by regular or certified mail. All other notices and correspondence will be sent by electronic means.

_____	_____
Signature	Date

_____	_____
Signature	Date