

**VILLAGE AT HARVEST RIDGE HOMEOWNERS ASSOCIATION, INC.**

POLICY RESOLUTION NO. 2022-10

**GUIDELINES FOR ELECTRONIC MEETINGS, VOTING & COMMUNICATIONS**

**WHEREAS**, Village at Harvest Ridge Homeowners Association, Inc. ("Association") is a property owners' association organized and operating pursuant to the Virginia Property Owners' Association Act ("POA Act"), the Association's recorded Deeds of Dedication applicable to the Village at Harvest Ridge development ("Declaration") and the Association's Bylaws ("Bylaws");

**WHEREAS**, Article 4, Section 1 of the Bylaws and Section 55.1-1819 of the POA Act provide the Association's Board of Directors ("Board") with the authority to adopt the Association's Rules and Regulations and to carry out all the powers, duties and authority of the Association except when reserved to the membership by the Declaration, Articles of Incorporation or Bylaws;

**WHEREAS**, Sections 55.1-1815, 55.1-1816 and 55.1-1832 of the POA Act allow the Board to authorize and implement electronic meetings and electronic voting, provided that the Board adopts guidelines for the use of electronic means for meeting and voting consistent with the POA Act;

**WHEREAS**, Section 55.1-1815(G) of the POA Act provides that notice of Association meetings may be sent by email to Owners who have elected to receive such notice by email; and

**WHEREAS**, the Board has determined that it is in the best interests of the Association to adopt guidelines, policies and procedures for using electronic means for meetings and voting and for sending Association communications by email to Owners.

**NOW, THEREFORE, BE IT RESOLVED THAT** the Board of Directors hereby adopts as part of the Association's Rules and Regulations the following guidelines, policies and procedures for using electronic means for meetings and voting and for sending Association communications by email to Owners (the "Guidelines"), and if there is an irreconcilable conflict between these Guidelines and any provision of previously-adopted Rules and Regulations (including any policies and procedures previously adopted by the Board), these Guidelines control.

**I. Sending Association Communications by Email.**

- A. Methods for Sending Association Communications.** By default, notices of annual and special meetings of the Association (and most other official Association communications) are sent by U.S. mail to all Owners at their address of record as listed in the Association's records. However, the Board and the Association's management agent ("Managing Agent") may send Association meeting notices and other official communications by email to those Owners who have opted into receiving such email communications. *If the Managing Agent provides notice of an Association meeting by email, the Managing Agent will provide written certification that such notice was emailed.*
- B. Owner Opt-In: Authorization of Email Notices/Communications from Association.** By providing the Association with a designated email address as part of that Owner's contact information, the Owner is deemed to consent to the use of that email address for receiving electronic meeting notices and for purposes of electronic meetings and voting (unless the Owner states in writing that the email address is not to be used for those

purposes). *However, if an emailed meeting notice is returned as undeliverable, the Managing Agent must subsequently send the meeting notice to that Owner by U.S. mail.*

- C. **Opting Out of Receiving Email Notices.** After an Owner opts into receiving email notices per Section B above, the Owner may subsequently revoke that consent by written notice to the Managing Agent specifically indicating that the Association is no longer authorized to send email notices to that Owner. *By revoking consent to receive email notices per this Section C, the Owner is also deemed to revoke use of that same email address for electronic meetings and voting.* Notwithstanding the foregoing, Owners may provide notice of a change in their email address, which acts to revoke use of the prior email address and authorize use of the new email address.

## II. **Meeting Methods / Board Authorization of Electronic Board and Committee Meetings.**

- A. **E-Meetings Authorized.** All meetings of the Board, authorized committees and the Association (such as the annual meeting) may be held by electronic means in accordance with these Guidelines (“E-Meetings”).
- B. **Meeting Methods.** The Board or the Association’s president in the absence of a Board vote (or a committee for that committee’s meetings) has the discretion to determine that a particular meeting(s) will be held by one of the following methods:
1. **Virtual-Only Meetings.** A meeting may be conducted entirely by electronic means and are referred to in these Guidelines as “Virtual-Only Meetings.”
    - a. **Reasonable Alternative for Owners for Virtual-Only Meetings.** Any Owner needing to conduct business with the Association at a Virtual-Only Meeting who cannot (or desires not to) conduct business by electronic means at that meeting must provide written notice of such circumstances so that the notice is received by the Managing Agent at least three days prior to the Virtual-Only Meeting. Once notice is received, a reasonable alternative can be discussed and made available. A reasonable alternative may be for that Owner to submit written comments in advance of the meeting. In addition, for Association meetings, a reasonable alternative may be for that Owner to appoint a proxy who can participate through electronic means or to submit a paper absentee ballot.
  2. **In-Person Meetings.** A meeting may be held as a traditional in-person meeting at which the participants only attend in person at a physical meeting location (“In-Person Meeting”). For In-Person Meetings, the Board or committee may choose to allow persons to view the meeting electronically but they would not be officially attending the meeting for quorum, voting or other purposes as may be applicable.
  3. **Hybrid Meetings.** A meeting may be held partially (rather than entirely) by electronic means and is referred to in these Guidelines as a “Hybrid Meeting.” Hybrid Meetings provide an option to attend by authorized electronic means, but must have a physical meeting location to allow for at least limited in person attendance. *At all Hybrid Meetings:*

- a. At least one Director (or one committee member for committee meetings) or the Managing Agent must be physically present at the meeting location. Typically, the presiding officer (i.e., the chairperson) will be one of those physically present at the meeting location to best facilitate the meeting, but this is not mandatory.
  - b. The Association representative(s) physically present at the meeting location: (i) is responsible for handling meeting registration for those physically attending at the meeting location and (ii) should attempt to resolve any issues that may occur at the meeting location impacting the electronic means being used for the meeting (such as ensuring the presence of an adequate speaker or other electronic device so that those physically present can hear or view the meeting proceedings).
  - c. In-person physical attendance at the meeting location must be allowed for those Owners who do not have the capability or desire to attend by electronic means (subject to reasonable occupancy limits due to fire code restrictions or other health or safety purposes).
- C. **Board Authority to Change Committee’s Meeting Method.** If the Board determines that these Guidelines are not being followed by a committee, that there are too many technical difficulties with the chosen meeting method, or that holding a committee meeting by a particular method is not in the best interests of the Association, the Board may require the applicable committee(s) to change the method by which the committee meetings are held.
- D. **Electronic Means for Holding E-Meetings.** E-Meetings are held using only an electronic means authorized under these Guidelines (“E-Meeting Platform”). Unless otherwise determined by the Board, the Managing Agent will select an E-Meeting Platform that is an internet-based videoconference system with integrated audio capability (such as Zoom or GoToMeeting).
- 1. Technical Sufficiency and Malfunctions. Unsecured public internet connections (such as unsecured public Wi-Fi hot spots) must not be used to join the E-Meeting, unless connecting through a virtual private network (VPN) or other similarly secure means. In addition, each person attending remotely through the E-Meeting Platform is responsible for his or her own audio and internet connections; no vote or other action at the meeting will be invalidated on the grounds that the loss of, or poor quality of, a person’s connection prevented participation in the meeting.
  - 2. E-Meeting Platform. The E-Meeting Platform must be set up in a manner that:
    - a. Implements reasonable measures to verify that each person accessing the E-Meeting is authorized to do so, such as by:
      - 1) Requiring prior registration for the meeting and providing authorized attendees with an identifier number, verification code, password or link to enter the E-Meeting as a means to

- authenticate the attendee's identity;
- 2) Confirming the attendee's identity by visual recognition when possible; and/or
- 3) Requiring attendees to state their names and Lot addresses and comparing that information to the Association's records.

- b. Implements reasonable measures so that persons entitled to participate in the meeting have an opportunity to do so, allowing those remotely attending the E-Meeting to participate, hear and be heard at such meeting in accordance with applicable law;
- c. Allows the meeting to be held in reasonable compliance with these Guidelines; and
- d. Allows for one or more Association-authorized meeting "hosts" to be designated for purposes of having access to the control panel for the E-Meeting (such as for muting and unmuting attendees, controlling the screen view, removing unauthorized persons, etc.).

III. **Log-In Information for E-Meetings.** The E-Meeting notice will indicate the applicable meeting method and instructions on how to access the meeting. However, the specific log-in information for an E-Meeting (such as the link or access code) may be provided after the official meeting notice is sent or published. Prior to the E-Meeting date, an authorized Director (or applicable committee member) or the Managing Agent will provide the online link, access code and/or call-in number necessary to connect to the E-Meeting Platform. This information may be published or sent in the same manner as the meeting notice or may be emailed to those Owners who have specifically requested emailed notices or authorized email communications from the Association.

IV. **Quorum at E-Meetings.** Directors (or committee members, as applicable) and Owners are deemed to be legally present at an E-Meeting when they are either (i) remotely attending through the E-Meeting Platform, or (ii) physically present at the meeting location in the case of a Hybrid Meeting. In addition, when Absentee Ballots are used at an Association E-Meeting, such as the annual meeting, those Owners timely submitting proper Absentee Ballots are deemed to be present at the meeting.

V. **Use of E-Meeting Platform.** The following procedures and requirements apply when using the applicable authorized E-Meeting Platform:

A. **Log-In and Confirmation of Authorized Attendee.**

- 1. The Managing Agent, Director or committee member responsible for setting up the E-Meeting Platform will endeavor to do so in a manner that allows log-in to begin at least five minutes before the convening of the E-Meeting.
- 2. Persons attending remotely must truthfully identify themselves as required to enter the E-Meeting. Persons may be kept in a different electronic meeting room (or kept on hold) until just prior to the convening of the meeting and until their authorization to attend the E-Meeting is verified by the Association.

3. At any time after entering into the E-Meeting and if requested by the meeting's presiding officer, the Managing Agent or other designated meeting "host," any person attending through electronic means must identify themselves with their name and other information sufficient for the Association to confirm that they are authorized to attend the meeting – this may also include requiring the attendee to turn on their video camera so that their face can be seen. *If any attendee fails or refuses to provide the requested information or otherwise comply promptly after being requested, then the meeting's presiding officer will remove, or cause the removal of, that individual from the meeting.*
- B. **Forced Muting and Disconnections.** The presiding officer of the E-Meeting may cause or direct the disconnection or muting of a person's connection if it is causing undue interference with the meeting or if the person is disrupting the meeting and refuses to cease the disruptive conduct, or if the person refuses to comply with these Guidelines or other applicable meeting protocols.
- C. **Owner Participation at the E-Meeting.** To facilitate allowing attendees to seek recognition by the presiding officer, the E-Meeting may be set up so that an attendee can physically raise their hand (e.g., as visible on the video screen), electronically "raise" their hand, and/or electronically send a message requesting to speak.
- D. **Executive Sessions.** For Board and committee meetings, the Association may use a different electronic meeting room or conference call line, or separate videoconference session to facilitate holding an executive (closed) session during the E-Meeting. Alternatively, those attendees who are not participating in the executive session may be placed in an electronic waiting room.
- E. **Recording of E-Meetings.**
  1. **Recording by Owners.** Other than for Association recordings per subsection 2 below, only Owners have the right to record the open portion of E-Meetings – recording by any other person is prohibited. In addition, *no Owner may begin recording any portion of an E-Meeting until that Owner has first identified him or herself at the E-Meeting by name and Lot address, informing the presiding officer and others in attendance that the Owner is or will be recording some or all of the open portion of the E-Meeting and specifying whether the device will be recording images, audio or both.* Otherwise, the same Rules and Regulations, if any, applicable to recording meetings by Owners while present at a physical meeting location also apply to recording E-Meetings.
    - a. Meeting recordings must not be shared with members of the general public given that these meetings are private meetings intended only for Owners (or their proxies), directors, officers, committee members and authorized guests.
  2. **Recording by Association.** When there will be E-Voting in the form of voice votes and/or a show of hands through the E-Meeting Platform, the Association will cause that portion of the meeting (or the votes) to be electronically recorded, with that recording being retained by the Association until the minutes of the

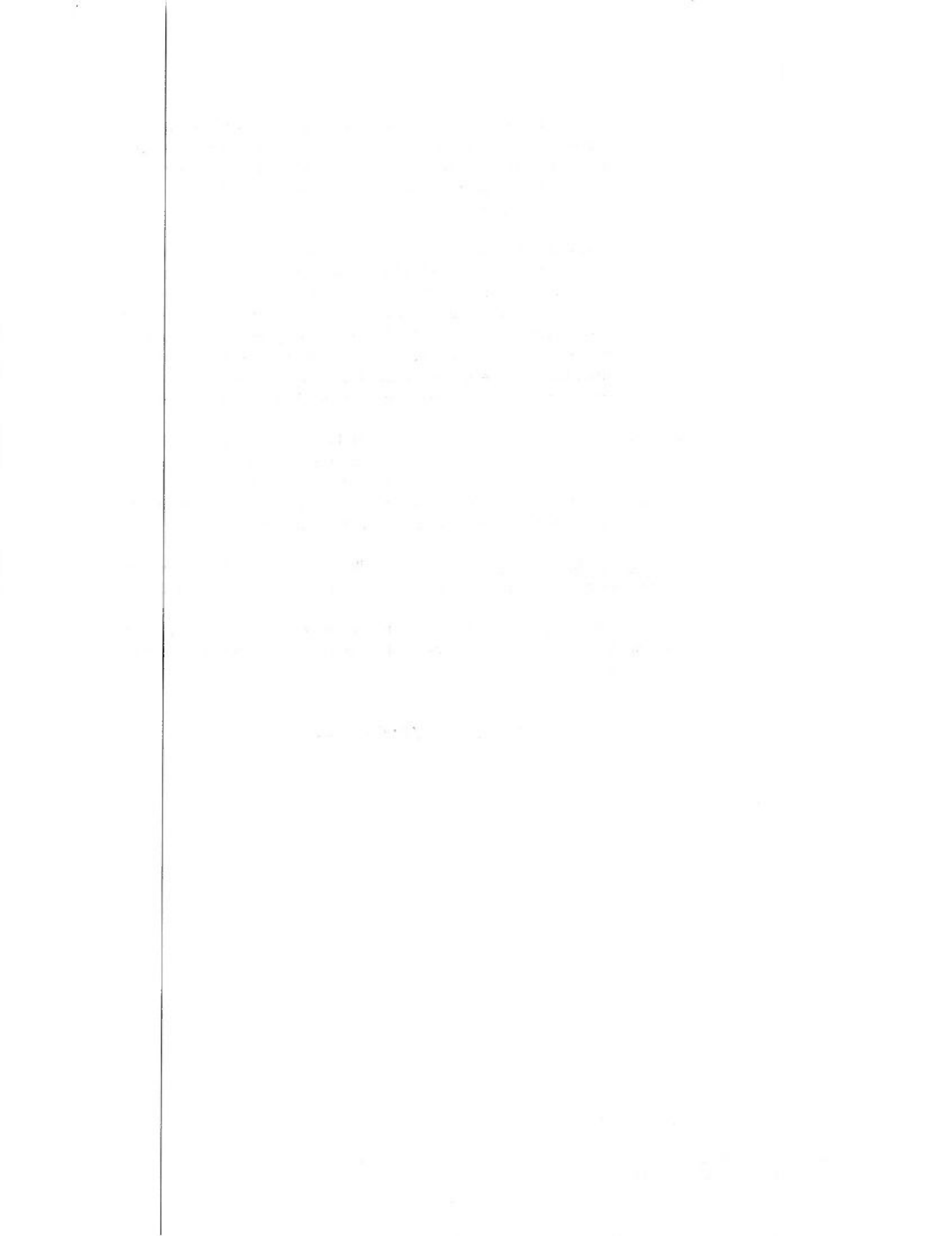
applicable E-Meeting are approved. The Association retains the right to record other portions of an E-Meeting as well (for example, to assist in drafting meeting minutes).

## VI. Voting Methods.

- A. **Board and Committee Meetings.** Motions from the floor will be verbal and acknowledged by the presiding officer. Voting will be by voice vote or by audible roll call unless a different method is approved by majority vote of the Board (or committee, as applicable) and allowed under the Association's governing documents or applicable law.
- B. **Association Meetings.** Unless otherwise determined by the Board, Owners vote either in person or by proxy, with E-Voting used only by those officially attending an E-Meeting through the E-Meeting Platform. The Board may, at its discretion, specify additional or alternative methods of voting permissible under the Association's governing documents or applicable law, including by Absentee Ballot as referenced below.
- C. **Electronic Voting (E-Voting).** When votes or approvals are submitted through electronic means ("E-Voting"):
1. **E-Voting for Remote Attendees.** When E-Voting is used for an Association meeting, those Owners or their proxies who are officially attending remotely will be casting their votes through the E-Meeting Platform or separate electronic voting method selected or approved by the Board – whether through a show of hands, by voice vote, or submitting a ballot using electronic means. *Unless otherwise determined by the Board, those physically attending at the meeting location of a Hybrid Meeting or In-Person Meeting will not be using E-Voting.*
  2. **Third-Party E-Voting Vendor.** The Board has the authority to select a third-party vendor to provide the E-Voting system for use by the Association. In addition to or instead of casting votes electronically through E-Voting, the Board may have the E-Voting vendor provide a mechanism for Owners to appoint proxies through electronic transmission, using an electronic signature in compliance with applicable law. The E-Voting vendor must submit to the Managing Agent reports confirming the votes and/or proxy appointments submitted through the vendor's system, and all such vote reports will be relied on for purposes of tabulating the total vote count for those cast through E-Voting.
  3. **When using E-Voting (as described above):**
    - a. The E-Meeting Platform or separate E-Voting system must create a record of the vote for the purpose of record keeping; E-Voting records will be maintained as part of the Association's records for as long as paper voting records would be required to be maintained;
    - b. The electronic transmission of the vote must either set forth or be submitted with information from which it may be determined that the electronic transmission was authorized by the Owner or the Owner's proxy.

- c. If the Association's governing documents specifically require (or if the Board determines) that a vote, consent or approval will be obtained by *secret ballot*, the electronic means must protect the identity of the voter. If the electronic means cannot protect the identity of the voter, another means of voting must be used.
  - d. *Reasonable Alternative for Owners.* If a vote or approval is being conducted entirely through E-Voting, then any Owner who cannot (or desires not to) submit their vote or approval by electronic means must notify the Managing Agent in writing of such circumstances so that the notice is received by the Managing Agent at least three days prior to the start of the E-Voting process. Once notice is received, a reasonable alternative can be discussed and made available. Depending on the circumstances, a reasonable alternative may be to submit a paper ballot.
- D. **Absentee Ballot.** Pursuant to Section 55.1-1815(H) of the POA Act and these Guidelines, for any Association meeting requiring an Owner vote or approval, the Association may provide Owners with absentee ballots to be submitted by mail or electronic means ("Absentee Ballot"). The process for submitting an Absentee Ballot must include sufficient information to confirm that it was submitted by an authorized voter.
- 1. Electronic Absentee Ballots. Absentee Ballots submitted through electronic means must comply with the E-Voting requirements described in Section C above.
  - 2. Deemed Present at Meeting. Owners voting by timely-submitted Absentee Ballots are deemed to be present at the applicable Association meeting for all purposes, including quorum.

**EFFECTIVE DATE:** The effective date of these Guidelines is: 11.01.2020





**VILLAGE AT HARVEST RIDGE HOMEOWNERS ASSOCIATION, INC.  
RESOLUTION ACTION RECORD**

Resolution Type: Policy No. \_\_\_\_\_

Pertaining to: Guidelines for Electronic Meetings, Voting & Communications

Duly adopted by the Board of Directors on \_\_\_\_\_, 2022, by [check applicable]:

majority vote at a Board meeting, or

by unanimous written consent through an action without a meeting.

Motion by: \_\_\_\_\_ Seconded by: \_\_\_\_\_

Director's Names (Printed)	VOTE:			
	YES	NO	ABSTAIN	ABSENT
<u>DOUG ADAMS</u> Director	✓			
<u>CRAIG ALDERMAN</u> Director	✓			
<u>BARBARA DECHENE</u> Director	✓			
<u>DAN MARTIN</u> Director	✓			
<u>LANE MARTIN</u> Director	✓			
<u>RANDALL MESTON</u> Director	✓			
<u>DEBBIE MATHIS</u> Director	✓			
<u>PEGGY MYER</u> Director	✓			
_____ Director				

ATTEST: Doug Adams  
Secretary (signature) (Acting)

\_\_\_\_\_  
Date

Policy effective: 11.01.2020

**CERTIFICATE OF MAILING**

I certify that on the 31<sup>st</sup> day of October, 2022, a copy of the above-referenced Guidelines was mailed to all Owners as reflected in the Association's books and records (or emailed to those who have consented to receiving email communications from the Association).

[Signature]  
Management Agent

11/10/03

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