

**QUAKER HILL COMMUNITY ASSOCIATION, INC.**

**ADMINISTRATIVE RESOLUTION No. 1-2022**

**GUIDELINES FOR PROVIDING NOTICE AND  
CONDUCTING BOARD MEETINGS ELECTRONICALLY**

WHEREAS, Article IV, Section 4.01 of the Bylaws for Quaker Hill Community Association, Inc. (“Association”) provides the Board of Directors (“Board”) with the authority to administer and manage the affairs of the Association; and

WHEREAS, Article IV, Sections 4.01 and 4.02 of the Bylaws of the Association grants the Board the authority to exercise for the Association all powers, duties and authority vested in or delegated to the Association and not reserved to the membership by other provisions of the Bylaws, the Articles of Incorporation or the Declaration, including the power and authority to adopt resolutions governing the administration and operation of the Association;

WHEREAS, Article IV, Section 4.08 of the Bylaws authorizes the Board to hold regular and special meetings of the Board of Directors in accordance with the provisions of the Bylaws or as may be necessary or required from time to time;

WHEREAS, Section 55.1-1816 and Section 55.1-1832 of the Virginia Property Owners’ Association Act (the “Act”) allows (i) any notice to be sent or received by electronic means, (ii) any signature, vote, consent, or approval required to be obtained under the Declaration, the Bylaws or the Act to be accomplished by electronic means, and (iii) any meeting of the Board of Directors to be held entirely by electronic means, provided that the Board has adopted guidelines for the use of electronic means for such meeting and provided that such guidelines 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, the Board deems it necessary, pursuant to the new statutory enactments to establish appropriate guidelines and procedures for holding regular or special meetings of the Board of Directors entirely or partially by electronic means, in a safe, effective and all-inclusive manner; and

NOW, THEREFORE, BE IT RESOLVED that the Board shall adopt the following guidelines for holding its Board of Directors’ meetings by electronic means:

- I. **Remote Attendance.** The meetings of the Board of Directors may be held entirely by electronic means with the usage of Zoom, Webex, GoToMeeting, GoogleMeet (or any other viable electronic platform), with all Directors and interested Association Members being able to participate, hear and be heard at such meeting in real time.
- II. **Reasonable Alternative.** At least ten (10) days prior to the meeting, any Member or Director who cannot or desires not to conduct business by electronic means must notify the Board in writing of such inability or desire so the Board can make available a reasonable alternative to the use of electronic means for the Board meeting for such Member or Director such as telephonic access.

- III. Confirmation of Member Identity. The Association, with the assistance of management, will ensure that the login and electronic attendance protocols are sufficiently secure, and that the Association is able to verify that the persons participating electronically are Members of the Association or the Director or Board Member of the Association.
  - IV. Voting. Voting on any matters requiring a Board Member vote shall be conducted in a manner that allows for the Board Member to vote electronically and which creates a record of such vote for the purpose of record keeping. A Board vote at a duly called Board meeting may be by a voice vote which can be heard by all members participating in the meeting and which captured by/or over the electronic means through the platform or electronic device being used for the meeting, which vote shall also be clearly recorded in the minutes of the meeting.
  - V. Members Open Forum: At all regular meetings of the Board, the Agenda of such meeting shall include a time for Members to comment on any matter relating to the Association. At Special Meetings of the Board of Directors, Member comment will be limited to the topics comprising the basis for the special meeting. The Open Forum shall be conducted by appropriate means which allow the Members of the Association and/or the Board Members attending the meeting to hear each other by the electronic means chosen to support and conduct the meeting.
  - VI. Notice. As appropriate and consistent with existing laws, notice of Board Meetings may be provided by regular mail, hand-delivery or electronic means to the Members or the Board of Directors.
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**QUAKER HILL COMMUNITY ASSOCIATION, INC.**

Action Record Pertaining To: **Guidelines for Providing Notice and Conducting Board Meetings Electronically**

Motion by: Maria Cronberger Seconded by: Rose Gillette  
VOTE:

	YES	NO	ABSTAIN	ABSENT
<u>Jack H. Kellogg</u> Director	✓	_____	_____	_____
<u>M. A. A.</u> Director	✓	_____	_____	_____
<u>Mayorie L. Stein</u> Director	✓	_____	_____	_____
<u>[Signature]</u> Director	✓	_____	_____	_____
<u>[Signature]</u> Director	✓	_____	_____	_____

ATTEST: [Signature]  
Secretary

11/17/22  
Date

Resolution effective: December 17, 2022.