

QUAKER HILL COMMUNITY ASSOCIATION, INC.

ADMINISTRATIVE RESOLUTION No. 2-2022

**GUIDELINES FOR PROVIDING NOTICE AND
CONDUCTING ASSOCIATION 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;

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 III, Section 3.02 of the Bylaws calls for the Association to hold an annual meeting of the Members of the Association and Article III, Section 3.03 provides for the Association to hold special meetings of the Members of the Association;

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 Association or 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; and

WHEREAS, Section 13.1-844.2 of the Virginia Nonstock Corporation Act provides that members of the corporation may participate in meetings of the members by means of remote communication to the extent the Board of Directors authorizes said participation and adopts related guidelines and procedures for remote participation;

WHEREAS, the Board deems it necessary, pursuant to the statutory enactments to establish appropriate guidelines and procedures for holding the Association's Annual or Special Meetings entirely or partially by electronic means, in a safe, effective and all-inclusive manner.

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

- I. **Remote Attendance.** The meetings of the Association or of the Association's Board of Directors may be held entirely by electronic means with the usage of Zoom, Google Meet (or any other electronic platform deemed appropriate by the Board of Directors), with all Directors and 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 Association meeting for such Member or Director (such as by telephone).

- 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.
- IV. Voting. Voting on any matters requiring a Membership vote shall be conducted in a manner that allows for the Member of the Association to vote electronically and which creates a record of such vote for the purpose of record keeping. Voting methods may include absentee ballots, proxy forms, email voting, voting through a third party vendor online voting platform or such other electronic or digital means the Board deems appropriate.
- V. Members Open Forum: At all annual or special meetings of the Association 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 Association 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 Association Meetings may be provided by regular mail, hand-delivery or electronic means to the Members.

QUAKER HILL COMMUNITY ASSOCIATION, INC.

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

Motion by: Mavis Greenberg
VOTE:

Seconded by: Ross Gillette

| | YES | NO | ABSTAIN | ABSENT |
|--------------------------------------|-----|-------|---------|--------|
| <u>Paul H. Gillespie</u> Director | ✓ | _____ | _____ | _____ |
| <u>Mavis Greenberg</u> Director | ✓ | _____ | _____ | _____ |
| <u>Marjorie L. Stein</u> Director | ✓ | _____ | _____ | _____ |
| <u>[Signature]</u> Director | ✓ | _____ | _____ | _____ |
| <u>Wendy Collier Ham</u> Director | ✓ | _____ | _____ | _____ |

Resolution effective: December 17, 2022.