

WILLIAMSTON HOMEOWNERS ASSOCIATION, INC.

ADMINISTRATIVE RESOLUTION 2021-01

(Procedures Relating to Virtual Board, Committee and Annual Meetings)

WHEREAS, Article V, Section 5.1 of the Bylaws (“Bylaws”) of the Williamstown Homeowners Association, Inc. (“Association”) provides that the affairs of Association shall be managed by a Board of Directors (“Board”); and

WHEREAS, Article II, Section 2.2 of the Bylaws provides that the annual meetings shall be held on a date and at a time set by the Board of Directors; and

WHEREAS, Section 55.1-1832 of the Property Owners’ Association Act provides that unless expressly prohibited by the Declaration, any notice required to be sent or received, or any signature, vote, consent or approval required to be obtained under any Declaration, or Bylaw provision or the Property Owners’ Association Act may be accomplished using electronic means and that the Association and Members may perform any obligation or exercise any right under any Declaration or Bylaw provision or any provision of the Property Owners’ Association Act by use of electronic means; and

WHEREAS, Section 55.1-1832(D) of the Property Owners’ Association Act further provides that voting, consent to, and approval of any matter may be accomplished by 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; and

WHEREAS, Section 55.1-1832(F) of the Property Owners’ Association Act states:

Any 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, Section 55.1-1832(G) of the Property Owners’ Association Act provides that if any person does not have the capability or desire to conduct business using electronic means, the Association shall make available a reasonable alternative, at its expense, for such person to conduct business with the Association without use of such electronic means; and

WHEREAS, Section 55.1-1815(H) of the Property Owners’ Association Act states:

Unless 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, Section 13.1-844.2 of the Nonstock Corporation Act permits the Board of Directors to dictate that the annual meeting shall be held by means of remote communication provided that Articles of Incorporation or Bylaws do not require the annual meeting to be held at a place; and

WHEREAS, Section 13.1-844.2 of the Nonstock Corporation Act provides that if the Board so elects to hold an annual meeting remotely, the Members participating 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 the annual meeting; and

WHEREAS, the Association's Bylaws do not prohibit electronic voting or the conduct of a meeting of the Association via electronic means and therefore, the Board of Directors deems it appropriate to conduct meetings virtually and to allow for absentee and electronic voting; and

NOW, THEREFORE, IT IS HEREBY RESOLVED THAT the Board duly adopts the following rules and policies:

I. BOARD AND COMMITTEE MEETINGS

- A. The Board of Directors has the authority to determine whether meetings of the Board and Committees shall be held entirely or partially by electronic means.
- B. If the Board decides that the Board or Committees will meet virtually, it shall determine the virtual place for Board and Committee meetings by way of a virtual platform, conference call number or other electronic means. All notices of Board and/or Committee meetings will advise Members of the means and methods for participating in the meeting electronically. The platform will allow all Members to hear the proceedings, substantially concurrent with the proceedings.
- C. All Association and Board meetings are private, and open to the Membership of the Association, absent express permission from the Board for the attendance of a Non-Member. See Bylaws Art. II, Sect. 2.3. Thus, Members may be required to validate their ownership of property within the Association before being able to attend a meeting.

- D. If the Board or Committee decides to meet virtually, there will be no physical meeting location and the location of the meeting will be virtual, unless otherwise determined by the Board and included in the notice of meeting.
- E. Board and Committee meetings are for the Board or Committee to discuss and take action on the Association's business matters listed on the agenda for that specific meeting, including an approved amendments to the agenda that occur at the meeting. The Board may adopt any other rules or regulations as is appropriate for the electronic meeting or platform such as use of chat or non-chat functions, limitation of times for speakers, and other rules to ensure fair and efficient conduct of the meeting.
- F. During any meeting of the Board or Committee held virtually, non-Board/Committee members in attendance will be required to mute their microphone or other speaking ability during all times other than during resident open session or forum, when actively acknowledged by the Board/Committee or other meeting moderator as having a turn to speak or address the meeting.
- G. During any virtual meeting, when the Board/Committee enters executive session, other attendees will be moved to a virtual waiting room or otherwise removed from the electronic meeting platform for the duration of executive session. Attendees may return to the open session meeting after the Board/Committee exits executive session, so as to witness any related votes.

II. MEMBERSHIP MEETINGS

A. Membership Meeting Location

- a. The Board has the authority to determine whether any membership meeting of the Association, including, but not limited to the annual meeting, shall be held entirely or partially by electronic means.
- b. The Board shall determine the virtual place for the annual meeting by way of a virtual platform, conference call number or one or more other electronic means. The notice of the meeting will advise Members of the means and methods for participating in the meeting electronically. The platform will allow all Members to hear the proceedings, substantially concurrent with the proceedings.
- c. Members will be required to validate their ownership before being able to attend any meeting of the membership. Validation procedures will depend on the platform used but may include unique voting codes or other identifying features to ensure that the person participating is a Member or a Member's proxy.
- d. There will be no physical meeting location and the location of the meeting will be virtual, unless otherwise determined by the Board and included in the meeting notice.

B. Nominations

- a. A call for candidates may be mailed prior to the notice of the annual meeting. Anyone interested in serving on the Board of Directors may submit their candidacy for consideration by the members.
- b. All candidacy statements must be received by the date and time and in the format specified in the call for candidates or any subsequent deadline if extended by the Board. Candidates who timely submit their statements and otherwise qualify will have their statements mailed with the notice of the annual meeting and their names placed on mail-in ballot. Late submissions will not be accepted.

C. Agenda

- a. The order of business shall be as follows, and/or substantially similar to the following agenda: (a) Roll call; (b) Proof of notice of meeting; (c) Reading of minutes of preceding meeting; (d) Reports of officers and Board of Directors; (e) Report of Management Agent, if any, and if present; (f) Reports of Committees; (g) Announcement of election results; (i) Unfinished business; (j) New business; and (k) Adjournment.
- b. The order of business will remain the same except that the appointment of inspectors of election shall be deemed satisfied by: (1) the use of the electronic platform selected by the Board to track the electronic votes and proxies and (2) the delegation to the Managing Agent or other person determined by the Board to collect any paper proxies and ballots.

D. Proxy and Mail-In Election Ballots

- a. Absentee and proxy mail-in voting ballots must be submitted in accordance with the instructions set forth in the notice of meeting at which such election shall be held, which can be mail, e-mail or other means as directed in such instructions. The notice of meeting will include information on the chosen platform, how to submit proxy and absentee election ballots, and the deadline for submission to the Association, which shall be before the commencement of the meeting. Delivery of a ballot may be by electronic means or paper form.
- b. Each Member will receive an official Association proxy and absentee election ballot which serves two purposes:
 - i. To designate a specific proxy holder who is an officer of the Board who is not running for election and shall be present at the Annual Meeting, which shall ensure that the Member's presence is counted for quorum purposes at the meeting, and

- ii. To designate the specific candidates that the Member wishes to vote for related to the election of directors. Note, the proxy designation is strictly to ensure establishment of quorum.
- c. There will be no uninstructed proxy ballots accepted by the Association.
- d. If a proxy and absentee voting ballot is submitted without selection of candidates for the election, the ballot shall be counted for quorum purposes only for the annual meeting.

E. Quorum

- a. A quorum shall be deemed to be present throughout any meeting of the Association if Members entitled to cast at least one-tenth (1/10) of the total number of votes of the Association are present, in person or by proxy, at the beginning of such meeting. The presence of any Member or proxy attending the meeting virtually will be counted as being present for purposes of quorum. Accordingly, quorum will be deemed present throughout the meeting even if a Member or proxy leaves the virtual meeting once the meeting is called to order. Members voting by absentee ballot or proxy shall be deemed to be present at the meeting for all purposes.
- b. If quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have power, by a majority vote of those present, to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or be represented.

F. Voting

- a. The Board will designate an electronic platform for voting. The notice of meeting will include information on the chosen platform, how to cast votes, and the duration of the voting period. Any Member who cannot vote by electronic means may contact the Managing Agent for a paper ballot.
- b. The voting platform will be open prior to the time the meeting is called to order and will close at noon on the day of the Annual Meeting.
- c. Members and proxy holders submitting electronic votes will be required to validate their ownership. Validation procedures will depend on the platform used but may include unique voting codes or other identifying features to ensure that the person voting is a Member or a Member's proxy.

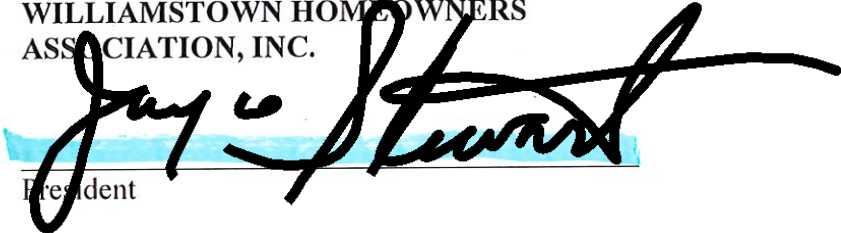
G. Miscellaneous

- a. All virtual platforms used by the Association will be capable of creating a record maintainable by the Association as evidence of such Member's vote, proxy, and

attendance. Proxy and absentee ballots will also be maintained by the Association.

The effective date of this Resolution shall be November 4, 2021.

WILLIAMSTOWN HOMEOWNERS
ASSOCIATION, INC.

A handwritten signature in black ink, reading "Jay C. Steward", is written over a light blue horizontal highlight. The signature is fluid and cursive.

President

WILLIAMSTOWN HOMEOWNERS ASSOCIATION, INC.

ADMINISTRATIVE RESOLUTION 2021-01

(Procedures Relating to Virtual Board, Committee and Annual Meetings)

Duly adopted at a meeting of the Board of Directors held November 4, 2021.

Motion by: Joyce Stewart Seconded by: Angelique Combs

VOTE: YES NO ABSTAIN ABSENT

Joyce Stewart Joyce Stewart ✓
President

Smith (Smith) ✓
Vice President

Combs ✓
Secretary


[Redacted]
Treasurer

[Redacted] ✓
Director

Robert Hand
Director

FOR ASSOCIATION RECORDS

I hereby certify that a ^{notice} copy of the foregoing Administrative Resolution was mailed or hand-delivered to the Williamstown Homeowners Association, Inc. on this 11 day of November, 2021. *That the resolution is available on the web site or by request*



Managing Agent