

# OAKTON MILL ESTATES HOMEOWNERS ASSOCIATION

## ADMINISTRATIVE RESOLUTION NO. 2023-01

### GUIDELINES FOR HOLDING ASSOCIATION MEMBERSHIP MEETINGS

**WHEREAS**, pursuant to Section (2)(g) of the Association’s Articles of Incorporation and Article VII, Section 1(c) of the Association’s Bylaws, the business and affairs of the Oakton Mill Estates Homeowners Association (“Association”) are managed by the Association’s Board of Directors (“Board”), and the Board has the authority to exercise for the Association all the powers, duties and authority of the Association that are not specifically reserved to the membership by the Declaration, the Association’s Bylaws or Articles of Incorporation, or applicable law; and

**WHEREAS**, Section 55.1-1819 of the Virginia Property Owners’ Association Act (“POA Act”) and Article VIII, Section 1(a) of the Bylaws provide that the Board may establish, adopt and enforce rules and regulations pertaining to areas of Association responsibility;

**WHEREAS**, effective July 1, 2021, Sections 55.1-1815, 55.1-1816 and 55.1-1832 of the POA Act allows any meeting of the Association membership 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 entitled to participate in such meetings have an opportunity to do so;

**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;

**WHEREAS**, the Board deems it necessary and appropriate, pursuant to the new statutory enactments to establish appropriate guidelines and procedures for holding the Association’s membership meetings entirely or partially by electronic means, in a safe, effective and all-inclusive manner.

**NOW, THEREFORE, BE IT RESOLVED THAT** the Board 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 meeting notices by email to Owners (“these Guidelines”), and further these Guidelines supersede any and all previously-adopted Rules and Regulations that govern Association meetings held through electronic means, electronic voting, or Owners authorizing email notices.

#### **I. Sending Association Meeting Notices by Email**

- A. **Methods for Sending Association Meeting Notices.** Written notices of annual and special meetings of the Association (collectively, “Association Membership Meetings) be given by, or at the direction of, the secretary or person authorized to call the meeting, by email or U.S.P.S. mail, postage prepaid, at least twenty five (25) days before such meetings to all Owners at their address of record as listed in

the Association's records, or supplied by such member of the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

- B. In addition, the Association's records may include Lots where only one email address of the two or more owners of the Lot has been provided into the Association's records (e.g., a husband and wife own the Lot but only either the husband or wife's email was provided into the Association's records, and thus although the lot is owned by the couple, only one of the two's email is included in the records). For any Lot Owners in this situation, the member(s) of the Board sending out such meeting notice per subsection A above may send meeting notices to the Owners of this Lot either by sending an email to the one email address of the two or more owners of the Lot that has been provided into the Association's records, or by sending out such meeting notice to the Lot Owners by U.S.P.S. mail.
- C. If an email meeting notice per subsection A above is returned as undeliverable, the member(s) of the Board sending out such meeting notice must subsequently send meeting notices to that Owner by U.S.P.S. mail.
- D. Every Lot Owner may not have included their email addresses into the Association's records, or may not have supplied their email address for the purpose of notice. For these Lot Owners, the member(s) of the Board sending out such meeting notice must subsequently send meeting notices per subsection A above to those Owners by U.S.P.S. mail.
- E. Owners may opt out of receiving email notices per subsection A above by submitting a letter or email to the secretary and the President of the Board noting that Owner's desire not to receive such email notices from the Association at the stated email address. Owners may also provide notice of a change in their email address, which acts to revoke use of the prior email address.

## **II. Board Authorization of Electronic Meetings.**

- A. **Electronic Meetings ("E-Meetings").** All meetings of the Association may be held entirely or partially by electronic means in accordance with these Guidelines (referred to as "E-Meetings"), with all Directors and attending Association Members having opportunity to participate, hear and be heard at such meetings in real time. All participants in E-Meetings shall be considered as physically present for all purposes, including but not limited to voting and participating in owner comment period.
- B. **In-Person Option.** The Board may choose to make any particular Meeting as a wholly "In-Person Meeting," where the participants attend in person or by proxy entitled to cast at a physical meeting location (provided however that proxies and/or votes may still be received electronically as noted in these Guidelines).
- C. **Hybrid Option.** At the option of the Board an Association or Board E-Meeting can be held partially (rather than entirely) by electronic means – this type of E-

Meeting is referred to in these Guidelines as a “*Hybrid Meeting.*” Hybrid Meetings provide an option to attend by electronic means, but must have a physical meeting location to allow for at least limited in person attendance.

- D. **Choosing the Meeting Method.** The Board decides whether meetings will be held through electronic or hybrid means in accordance with these Guidelines or, instead, entirely through the traditional means of in-person attendance at the physical meeting location, unless otherwise mandated by the Board per Section D below.
  
- E. **Board Authority to Change Meeting Method.** If the Board determines that these Guidelines are not being followed, that there are too many technical difficulties, or that holding a meeting through a video/audio conference platform is not in the best interests of the Association, the Board may change the method by which meetings (or particular meetings) are held as follows:
  - 1. The Board may decide that an Association meeting must be held entirely in person at the physical meeting location (with no person officially attending the meeting through electronic means); or
  - 2. The Board may decide that an Association meeting must allow attendance by traditional telephone (audio only) conference call rather than through a videoconference platform.
  
- F. **Owner’s Reasonable Alternative for 100% Virtual Meeting.** For E-Meetings that are planned to be held entirely through electronic means, if an Owner needing to conduct business with the Association at that E-Meeting cannot (or desires not to) conduct business by electronic means at the meeting, then *at least 10 days prior to that E-Meeting*, the Owner must notify the member(s) of the Board or the Board’s Managing Agent in writing of such circumstances so that a reasonable alternative can be discussed and made available. A reasonable alternative may be for the Owner to submit written comments in advance.

### **III. Technical Requirements.**

- 1. **Technical Requirements and Malfunctions.** Each person attending an Association Membership Meeting through electronic means 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 the identity of those attending the meeting. These measures may include providing attendees a unique

identifier number, verification code, password or link to enter the meeting as a means to authenticate the attendee's identity;<sup>1</sup>

- b) Implements reasonable measures so that persons entitled to participate in the Association Membership Meeting have an opportunity to do so, allowing those remotely attending the Hybrid Meeting to participate, hear and be heard at such meeting in accordance with applicable law;
- c) Allows the Association Membership Meeting to be held in reasonable compliance with these Guidelines and with reasonable data security protocols;
- d) Allows for one or more authorized meeting "hosts" designated by the Association for purposes of having access to the control panel for the meeting (such as for muting and unmuting attendees, controlling the screen view, removing persons, etc.); and
- e) At least one Board member or the Board's Managing Agent representative should be physically present at the in-person meeting location.

#### **IV. In-Person Attendance at Hybrid Meetings.**

##### **A. Hybrid Meeting Logistics.**

- 1. In-person physical attendance at the meeting location is subject to reasonable occupancy limits for fire code or other health or safety purposes. Those physically attending a Hybrid Meeting understand they may be attending and/or observing the meeting primarily through electronic means, particularly if the majority of attendees (including the directors, committee members and chairpersons) are attending virtually.
- 2. At least one Board member or the Board's Managing Agent representative should be physically present at the in-person meeting location.

**B. Association Representative's Duties.** Those Association representatives physically present at the in-person meeting location 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). In the case of an Association meeting at which directors are being elected, the presiding officer is to appoint two or more inspectors of election from among those persons physically present at the meeting location (one of whom may be the Board's Managing Agent).

#### **V. Notices and Log-In/Call-In information for Hybrid or E-Meetings.** Prior to the Association Membership Meeting date, the Board (or the Management Agent) will

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<sup>1</sup> As noted hereinbelow, the Board or the Board's Managing Agent may implement alternate means of confirming owner identification during a meeting.

provide the website link and access code necessary to connect to the E-Meeting Platform either for video and audio (or for audio-only meetings, the phone number and access code needed to connect to the conference call). Notice of Association Membership Meeting will be provided in accordance with the Association's Bylaws and/or this Resolution. Website access links and codes may be provided at a time later than the formal notice of the meeting itself.

**VI. Quorum at a Hybrid or E-Meeting.** Those Owners (or their appointed proxies) entitled to cast votes who are either (i) physically attending at the meeting location or (ii) verified to be remotely attending through the E-Meeting Platform are deemed to be present for quorum and voting purposes and for otherwise participating in the meeting during appropriate times, provided however that if the Board has authorized voting by absentee ballot as noted hereinbelow shall be deemed present for all purposes, including quorum.

**VII. Member Participation.** Owners wishing to speak on an agenda item or New Business (or similarly designated meeting periods) during an Association Membership Meeting are encouraged to sign up in advance of the meeting (per instructions provided in advance of the meeting). Owners who timely sign up in advance of the meeting will be given first priority by the meeting's chair to speak for their allotted time period during the applicable part of the meeting agenda; time permitting, other Owners will then be recognized to speak by the chair. Participation shall be conducted by appropriate means which allow Members of the Association attending to communicate with one other by the electronic means chosen to conduct the electronic aspect of the Meeting (including via audio or written "chat" functions).

To facilitate allowing attendees attending through electronic means to seek recognition by the meeting host, the E-Meeting Platform may be set up so that a member can physically raise their hand, electronically "raise" their hand, and/or electronically send a message requesting the floor.

**VIII. Use of E-Meeting Platform.** The following procedures and requirements apply when using an E-Meeting Platform:

A. **Log-In.** The Board's Managing Agent, Chairperson or meeting host responsible for scheduling and setting up the meeting in the E-Meeting Platform will make reasonable attempts to do so in a manner that allows log-in to begin at least 10 minutes before the convening of the meeting.

B. **Confirmation of Attendee Identity.** The Association will take reasonable measures to implement log-in and electronic attendance protocols. If requested by the Board's Managing Agent, Board member or meeting host, any person attending the meeting electronically must identify themselves by name and other information sufficient for the Association to confirm who is in attendance. If the person refuses to provide the requested information, the meeting's presiding officer/chair may remove that individual from the meeting.

- C. **Forced disconnections.** The presiding officer/chair of the 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 comply with these Guidelines or applicable protocols.
- D. **Video display.** If applicable to the electronic means selected to hold the meeting, the video feed of the presiding officer of the meeting will be displayed throughout the meeting, and the video of the person currently recognized to speak will be displayed.
- E. **Recording of Meeting.** Hybrid and E-Meetings may be recorded by the Association, with such recording being retained until minutes of said Meeting are drafted and approved.

**IX. Method of Voting at Membership Meetings.** Unless otherwise determined and stated by the Board, voting at Membership Meetings is conducted as follows:

- A. **Virtual In Person.** In person through use of the selected E-Meeting Platform (for Hybrid or E-Meetings);
- B. **Physically In Person.** In person at a physical meeting location (for Hybrid or In-Person Meetings);
- C. **Proxy.** Via proxy (which may include paper or electronic proxies) for all Meetings;
- D. **Absentee Ballot.** If authorized by the Board for a specific Meeting, as noted in subsection F below, via absentee ballot through an electronic platform or via written paper ballots; or
- E. **Electronic Voting (“E-Voting”) Standards.** If the Board decides to use E-Voting, in whole or in part, the E-Voting System (including votes conducted through the E-Meeting Platform) must comply with the applicable requirements of the Virginia Property Owners’ Association Act (“POA Act”);

The Board has the authority to select a third-party vendor to provide the E-Voting system for use by the Association; such vendor may also 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 a member(s) of the Board or the Board’s Managing Agent reports confirming the votes and proxy appointments submitted through the vendor’s system, and all such reports will be relied on for purposes of tabulating the total vote count for those using E-Voting.

When using E-Voting (as described above):

- a) The E-Meeting Platform or separate electronic voting service must create a record of the vote for the purpose of record-keeping;

- 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 entitled to cast a vote.
  - c) If the vote, consent, or approval is required to be obtained by secret ballot (such as for the election of directors), 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) Persons voting by E-Vote who are not present physically, electronically or by proxy shall be deemed present for all purposes.
- F. **Absentee Ballot.** For any particular purpose or membership meeting, the Board may authorize voting by written absentee ballot ("Absentee Ballot"). If voting by Absentee Ballot has been authorized, the Association shall provide an appropriate written ballot, or a ballot that may be cast through an authorized electronic voting system, reasonably identifying the matter being voted on (including elections, if applicable), as well as a deadline by which the written Absentee Ballot must be submitted. The Absentee Ballot must require requisite information to confirm the identity of the person voting. If the Absentee Ballot is being submitted in the context of an Association Meeting, the persons voting by Absentee Ballot shall be deemed present for all purposes.

EFFECTIVE DATE: **The effective date of this Policy is June 20, 2023.**

