

**FAIR WOODS HOMEOWNERS ASSOCIATION  
ADMINISTRATIVE RESOLUTION NO. 21- 1**

(Procedures Relating to Board, Committee and Annual Meetings)

**WHEREAS**, Article III, Section 3(b)(1) of the Fair Woods Declaration of Covenants and Restrictions ("Declaration") provides that the Association's Board of Trustees ("Board") shall have all powers for the conduct of the affairs of the Association which are enabled by law or the Governing Documents which are not otherwise reserved to the Members; and

**WHEREAS**, Section 55.1-1832(A) of the Property Owners' Association Act ("Act"), provides that unless the Declaration expressly states otherwise, 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 Act may be accomplished using electronic means and that the Association and Owners may perform any obligation or exercise any right under any Declaration or Bylaw provision or any provision of the 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; and

**WHEREAS**, Section 55.1-1832(G) of the Act further 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 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; and

**WHEREAS**, Section 13.1-844.2 of the Nonstock Corporation Act permits the Board 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 Board of Trustees has determined that it would like to allow for meetings to continue to be held by electronic means and to allow for absentee and electronic voting;

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

**I. BOARD AND COMMITTEE MEETINGS**

- A. The Board shall determine whether meetings of the Board and/or committees shall be held entirely or partially by electronic means.
- B. The Board shall determine the electronic means by which the meetings shall be held, whether by way of a virtual platform, conference call number or other electronic means. All notices of Board and committee meetings will advise Owners of the means and methods for participating in the meeting. All Board and committee members and Owners shall be able to hear the proceedings, substantially concurrent with the same and will be given the opportunity to participate in any open forum on the agenda.
- C. For meetings held by electronic means, Owners shall be asked to validate their identity before being able to attend the meeting. The Board shall determine the best method for validation depending on the platform for the meeting and such validation procedures shall be provided to Owners in advance of the meeting.
- D. If an Owner is unable or does not wish to participate electronically in a Board or committee meeting, but does want to attend, the Owner must provide management notice of the same at least 24 hours in advance of the scheduled meeting to provide a reasonable alternative method for participation in the meeting.

**II. MEMBERSHIP MEETINGS**

- A. Membership Meeting Location

1. The Board shall determine whether meetings of the membership shall be held entirely or partially by electronic means.
2. The Board shall determine the electronic means by which the meetings shall be held, whether by way of a virtual platform, conference call number or other electronic means. The membership meeting notices will advise Owners of the means and methods for participating in the meeting. All Owners shall be able to hear the proceedings, substantially concurrent with the same and will be given the opportunity to participate in the meeting.
3. For meetings held by electronic means, Owners shall be asked to validate their identity before being able to attend the meeting. The Board shall determine the best method for validation depending on the platform for the meeting and such validation procedures shall be provided to Owners in advance of the meeting.
4. If an Owner is unable or does not wish to participate electronically in a membership meeting, but does want to attend, the Owner must provide management notice of the same at least 24 hours in advance of the scheduled meeting to provide a reasonable alternative method for participation in the meeting.

B. Annual Meeting

1. Nominations. A call for candidates will be mailed at least 35 days before the Annual Meeting, prior to the notice of the annual meeting. Candidates for election shall file a petition of candidacy, signed by not less than ten Members, with the Elections Committee or its designee at least three weeks before the Annual Meeting. Nominations will not be taken from the floor at the meeting.

2. Proxy Voting. Members shall be permitted to vote for the election of Trustees by proxy. The proxy shall be directed as far as the election of directors. The proxy holder shall be empowered to vote on behalf of the Member on all other matters at the meeting other than the election of directors. Proxies must be submitted by the deadline set forth in the annual meeting notice and no proxies will be accepted at the meeting.

3. Absentee Voting. Members shall be permitted to vote for the election of Trustees by absentee ballot. The ballot must be submitted by the deadline set forth in the annual meeting notice and no absentee ballots will be accepted at the meeting.

4. Voting in Person. The Board shall establish procedures for voting at the meeting and that process shall be disclosed in the notice of the annual meeting.

5. Voting Electronically.

- i. The Board may designate an electronic platform for voting by proxy, absentee ballot or in person. The notice of meeting will include information on the chosen platform, how to cast votes, and the duration of

the voting period. Any Owner who cannot or does not want vote by electronic means may contact the Managing Agent for a paper ballot.

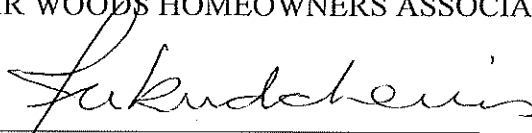
- ii. The notice shall advise Owners when voting platform will be available for voting.
- iii. Validation procedures for submission of votes electronically will depend on the electronic platform used to ensure that the person voting is an Owner or an Owner's proxy.

C. Miscellaneous

- 1. All virtual platforms used by the Association will be capable of creating a record maintainable by the Association as evidence of such Owner's vote, proxy, and attendance.
- 2. Proxies and absentee ballots will be maintained by the Association in due course.

FAIR WOODS HOMEOWNERS ASSOCIATION

By:



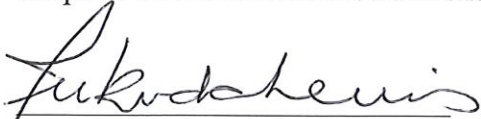
Patricia Lewis, President

FAIR WOODS HOMEOWNERS ASSOCIATION

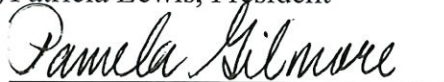
POLICY RESOLUTION NO. 2021- 1

(Procedures Relating to Board, Committee and Annual Meetings)

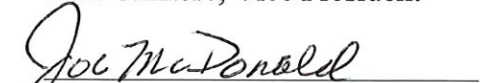
Pursuant to Section 13.1-865 of the Virginia Nonstock Corporation Act, the undersigned being all of the directors of the Association, do hereby execute this Consent in writing to the adoption of this resolution. Such executions may be done in counterparts.

  
Patricia Lewis, President

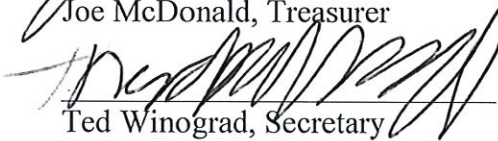
July 02, 2021  
Date

  
Pam Gilmore, Vice President

July 12, 2021  
Date

  
Joe McDonald, Treasurer

July 12, 2021  
Date

  
Ted Winograd, Secretary

July 12, 2021  
Date

  
Carol Miller, Director

July 14, 2021  
Date