

PENN FOREST PLACE HOMEOWNERS ASSOCIATION, INC.

ADMINISTRATIVE RESOLUTION NO. 2021-2

**GUIDELINES FOR ELECTRONIC MEMBERSHIP MEETINGS,
VOTING AND NOTICE**

WHEREAS, Article 3, Section 2 of the Association’s Bylaws grants the Board of Directors with “all of the powers and duties necessary for the administration of the affairs of the Homeowners Association and may do all such acts and things as are not by the Virginia Property Owners Act (the “Act”), the Declaration or by these Bylaws required to be exercised and done by the Homeowners Association”; and

WHEREAS, Article 3, Section 2 of the Bylaws further authorizes the Board of Directors “the power from time to time to adopt any Rules and Regulations deemed necessary for the benefit and enjoyment of the Property”, provided that the Rules or Regulations are not in conflict with the Act, the Declaration, or the Bylaws; and

WHEREAS, effective July 1, 2021, Section 55.1-1935 and Section 55.1-1815 of the Act allows any meeting of the 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 accessing such meetings are authorized to do so and that persons entitled to participate in such meetings have an opportunity to do so;

WHEREAS, Section 55.1-1815 (G) of the 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 Membership meetings and voting and for sending Association meeting notices by email to Owners (“these Guidelines”).

I. Board Authorization of Electronic Meetings.

- A. **Electronic Meetings (“E-Meetings”).** All meetings of the Association’s Membership may be held entirely by electronic means with the usage of a Board-approved internet-based audio- or video-conference system (such as Zoom, GoogleMeet or other similar electronic platform, including audio-only conference calls) (hereinafter “E-Meetings”), with all Association Members being able to participate, hear and be heard at such meeting 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. **Hybrid Option.** Notwithstanding the foregoing, at the option of the Board, a Membership E-Meeting can also be attended in person at a physical meeting location, so the meeting is being held partially (rather than entirely) by electronic means (referred to herein as “Hybrid Meetings”). Hybrid Meetings have a physical meeting location, but allow individuals the option to attend either by electronic means or attending in-person at the meeting location. If a meeting is to be conducted as a Hybrid Meeting, the notice of the meeting shall so state. Nothing herein shall be construed to require the Board to exercise the option of having Hybrid Meetings.

II. Sending Membership Meeting Notices by Email / Owner Opt-In.

- A. **Methods for Sending Association Meeting Notices.** By default, notices of annual and special meetings of the Association are sent by U.S. mail to all Owners at their address of record as listed in the Association’s records. However, the Board may authorize the Association’s management agent (“Managing Agent”) to send Membership meeting notices by email to those Owners who have opted into receiving email notices from the Association. *However, if an email notice is returned as undeliverable, the Managing Agent must subsequently send meeting notices to that Owner by U.S. mail.*
- B. **Opting Into Receiving Email Notices.** Attached as **Exhibit A** to these Guidelines is the form titled “Consent to Use Email for Electronic Notices, Meetings and Voting” that should be used by Owners to authorize the Association to use the Owner’s email for Membership meeting notices and other official purposes. Alternatively, an Owner may submit a letter or email to the Managing Agent stating that the Owner authorizes the Association to send Association notices by email – if such a letter or email is sent (rather than using the Exhibit A form), then that Owner’s letter or email will be deemed to incorporate the content of the Exhibit A form. *By providing the Association with a designated email address for electronic notice purposes, the Owner is deemed to also be designating that same email address for purposes of electronic meetings, voting and all other official purposes (unless the Owner specifically designates a different email address for electronic meetings and voting).*
- C. **Opting Out of Receiving Email Notices.** After an Owner opts into receiving email notices per subsection B above, the Owner may subsequently revoke that consent by submitting a letter or email to the Managing Agent specifically revoking that Owner’s consent to receive email notices from the Association at the stated email address. *By revoking consent to receive email notices per this subsection C, the Owner is also deemed to revoke use of that same email address for electronic meetings, voting and other purposes (unless the Owner specifically states that the Owner’s email address will still be used for electronic meetings and voting).* Notwithstanding the foregoing, Owners may provide notice of a change in their email address, which acts to revoke use of the prior email address.

III. Technical Requirements. Beginning July 1, 2021, all Membership meetings may be E-Meetings using a Board-approved video- and/or audio-conference system. For purposes of these Guidelines, the applicable approved audio- or video-conference system is referred to as the “E-Meeting Platform.” As context requires, references to an “E-Meeting Platform” shall include Hybrid Meetings.

1. Technical Requirements and Malfunctions. Each person attending 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. Platform. The E-Meeting Platform must be set up in a manner that:
 - a. Implements reasonable measures to verify that each person accessing the E-Meeting is authorized to do so, such as providing authorized attendees a unique identifier number, verification code, password or link to enter the meeting as a means to authenticate the attendee’s identity;¹
 - b. Implements reasonable measures so that persons entitled to participate in the meeting have an opportunity to do so, allowing those remotely attending the E-Meeting to participate, hear and be heard at such meeting in accordance with applicable law;
 - c. Allows the meeting to be held in reasonable compliance with these Guidelines and with reasonable data security protocols; and
 - d. Allows for one or more authorized meeting “hosts” designated by the Board or Committee for purposes of having access to the control panel for the E-Meeting (such as for muting and unmuting attendees, controlling the screen view, removing unauthorized persons, etc.).
 - e. Implements reasonable data security protocols.
3. 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 using an E-Meeting Platform is not in the best interests of the Association, the Board may change the method by which Membership meetings are held, including a wholly in-person meeting at a physical location.
4. Reasonable Alternative At least ten (10) days prior to planned 100% electronic meeting or, if later, upon receipt of the meeting notice, any Owner needing to conduct business with the Association at that meeting who cannot (or desires not to) conduct business by electronic means at that

¹ As noted hereinbelow, the Board or Agent may implement alternate means of confirming owner identification during a meeting if said means can reasonably verify the owner’s identity.

meeting must notify the Managing Agent in writing of such circumstances so that a reasonable alternative can be discussed and made available. A reasonable alternative may be for that Owner to appoint a proxy who can participate through electronic means.

IV. In-Person Physical Attendance at Hybrid Meetings.

A. All Hybrid Meetings. At all Hybrid Meetings:

1. At least one Board member or a Managing Agent representative (or at least one Committee member for Committee meetings) must be physically present at the meeting location. Typically, the presiding officer (or "chair") will be physically present at the meeting location to best facilitate the meeting, but this is not mandatory.
2. In-person physical attendance at the meeting location must be allowed for those authorized to attend the meeting who do not have the capability or desire to attend by electronic means (subject to reasonable occupancy limits due to the fire code or other health or safety purposes).

B. Association Representative's Duties. Those authorized representatives of the Association physically present at the meeting location are responsible for (i) handling meeting registration for those physically attending at the meeting location and (ii) attempting 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 Managing Agent).

V. Log-In or Call-In information for E-Meetings. Prior to the meeting date, a Board (or Committee) member or the Managing Agent will provide the online link and access code necessary to connect to the Videoconference Platform (or, if applicable, the phone number and access code needed to connect to the telephone conference call). Notwithstanding the foregoing, the access link may be provided after the official meeting notice is given.

VI. Quorum at Hybrid Meetings. 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 Videoconference Platform are deemed to be present for quorum and voting purposes and for otherwise participating in the meeting during appropriate times.

VII. Use of Videoconference Platform. The following procedures and requirements apply when using a Videoconference Platform:

A. Log-In. The Managing Agent, Board member or Committee Member responsible

for scheduling and setting up the meeting in the Videoconference Platform will do so in a manner that allows log-in to begin at least 10 minutes before the convening of the meeting. Persons attending remotely must truthfully identify themselves as required to log into the Videoconference Platform. Persons may be kept in a different electronic meeting room until just prior to the convening of the meeting and until their authorization to attend the meeting is verified by the Association.

- B. **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 meeting protocols. This same process may be used for those meetings using a traditional telephone conference call.
- C. **Speaking at the Meeting.**
 - 1. Advance Sign-Up. Owners wishing to speak on an agenda item during an Association 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.*
 - 2. Recognition by the Chair. To facilitate allowing attendees to seek recognition by the presiding officer/chair, the Videoconference 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 to speak.
- D. **Video display.** If possible, the video feed of the presiding officer/chair of the meeting will be displayed throughout the meeting, and the video of the person currently recognized to speak or report will be displayed.
- E. **Recording of Meeting.** The same Rules and Regulations applicable to recording meetings while present at the physical meeting location also apply to recording Hybrid Meetings and 100% electronic meetings.

VIII. Confirmation of Attendee's Identity. The Association will take reasonable measures to implement log-in and electronic attendance protocols that will allow the Association to verify that the persons attending electronically are authorized to attend the meeting. The Association may use a different electronic meeting room to temporarily place persons until they can be sufficiently confirmed to be an authorized attendee.

- A. **Identify Confirmation After Log-In or Call-In.** If requested by the meeting's chair, the Managing Agent or other designated meeting "host," any person attending

the meeting through electronic means must identify themselves with their name and other information sufficient for the applicable Association representative to confirm that they are authorized to attend the meeting.

- I. If the individual refuses to provide the requested information after being requested, then the meeting's chair will remove, or cause the removal of, that individual from the meeting.

IX. Method of Voting. Unless otherwise determined by the Board, voting is conducted either in person or by proxy at Association meetings. The Board may, at its discretion, specify additional or other methods of voting, including, for example, voting electronically ("E-Voting") or by mail-in or electronic absentee ballot.

A. **Electronic Voting (E-Voting).** If the Board decides to use E-Voting (in whole or in part), the E-Voting System must comply with the applicable requirements of the Property Owners Association Act. The Board has the authority to select a third-party vendor to provide the E-Voting system for use by the Association. In addition to or instead of casting votes electronically through E-Voting, the Board may have the E-Voting vendor 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 the Managing Agent reports confirming the votes and/or proxy appointments submitted through the vendor's system, and all such vote reports will be relied on for purposes of tabulating the total vote count for those cast through E-Voting. Unless otherwise determined by the Board, those physically attending at the meeting location will vote through traditional means rather than through E-Voting.

I. When using E-Voting (as described above):

- a. The Videoconference Platform or separate E-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.
- 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.

B. **Absentee Ballot.** For any Association meeting or other action requiring an Owner vote or approval, the Board may authorize voting by written absentee ballot ("Absentee Ballot") – either mail-in or through approved electronic means (or

both). If voting by Absentee Ballot has been authorized, the Association shall provide an appropriate ballot reasonably identifying the matter being voted on, as well as a deadline by which the Absentee Ballot must be submitted. The Absentee Ballot must be submitted with sufficient 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.

Penn Forest Place Homeowners Association, Inc. Policy:
Electronic Meetings, Voting & Notice
Exhibit A

**Consent to Use Email
for Electronic Notices, Meetings and Voting**

The undersigned, being an Owner of the below-listed Lot located within Penn Forest Place Homeowners Association, Inc. and a member of Penn Forest Place Homeowners Association, Inc. (the "Association") hereby agree, acknowledge and consent to the following on behalf of myself and, if applicable, all other co-owners of my Lot:

1. I consent to receiving Association notices by email, including for Association meetings.
2. I designate the following email address for electronic notice purposes: _____
[print email address]
3. By providing the Association with the above-designated email address for electronic notice purposes, I am also designating that same email address for all other official purposes, such as electronic meetings and voting if or when the Association uses electronic means for holding meetings or casting votes. For this purpose, I consent to the Association providing to the Association's selected third-party videoconference provider and/or electronic voting service provider my email address and other information reasonably necessary to enable the authenticated use of the electronic meeting and/or electronic voting service.
4. I understand that by consenting to receive notices by email, the Association will no longer be required to send me notices in most instances by U.S. mail unless and until I revoke my consent by submitting a letter or email to the Association's Managing Agent specifically revoking my consent to receive email notices from the Association. Also, if I revoke consent to receive email notices, I understand that I would also be revoking use of that same email address for electronic meetings, voting and other official purposes. *[note: applicable law still requires certain notices to be sent by U.S. mail, such as notices regarding violations of the governing documents]*
5. I understand that, given the nature of the internet and electronic transmissions and given that no internet or IT security system is infallible, the Association cannot guarantee that third parties will improperly gain access to my email, improperly use my email, or send me emails with viruses, malware, cookies or the like. Accordingly, by signing this consent form, I hereby release and waive any claim against the Association pertaining to such third-party actions to the fullest extent permissible under applicable law.

I have read and agree to the above.

Owner's Lot Address within Penn Forest Place Homeowners Association, Inc. _____

Owner's Signature: _____

Owner's Printed Name: _____

Date of Signature: _____

