

**HICKORY CLUSTER ASSOCIATION**

(Procedures Relating to Virtual Board, Committee and Membership Meetings and Electronic Voting)

**WHEREAS**, Article VI, Section 1 of the Bylaws (“Bylaws”) and Section 4 of the Articles of Incorporation (“Articles”) for Hickory Cluster Association (“Association”) state that the affairs of the Association shall be managed by its (“Board”); and

**WHEREAS**, Article III, Section 7 of the Bylaws and Section 3(d) of the Articles state that the Board may make such regulations as they deem advisable for any meeting of the members, in regard to proof of membership in the Association, evidence of the right to vote, the appointment and duties of inspectors of votes, and such other matters concerning the conduct of the meeting as they shall deemed fit; and

**WHEREAS**, Section 13.1-826 of the Virginia Nonstock Corporation Act states that the Association may exercise all powers necessary or convenient to effect any or all of the purposes for which the Association is organized; and

**WHEREAS**, Section 55.1-1832 of the Virginia Property Owners’ Association Act (“Act”), effective July 1, 2021, 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 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 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 Act, effective July 1, 2021, 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 Act, effective July 1, 2021, 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, effective July 1, 2021, 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 Virginia Nonstock Corporation Act permits the Board to dictate that the annual meeting shall be held by means of remote communication; and

**WHEREAS**, Section 13.1-844.2 of the Virginia 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 is subject to The First Amendment to the Deed of Amendment to the Deeds of Dedication of Reston ("Deed") and Article IX, Section IX.5 of the Deed expressly provides that any notice required to be sent or received; any signature, vote, consent, or approval required to be obtained; or any payment required to be made may be accomplished using the most advanced technology available at that time if such use is a generally accepted business practice; and

**WHEREAS**, the Board deems it in the best interest of the Association to adopt policies and procedures for the holding meetings by electronic means and the sending of any notes, votes, consents, and approvals via electronic means.

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

**I. BOARD AND COMMITTEE MEETINGS**

- A. The Board has the authority to determine whether meetings of the Board and Committees shall be held entirely or partially by electronic means. A meeting conducted by electronic means includes a meeting conducted via teleconference, videoconference, internet exchange, or other electronic methods and any combination of the foregoing.
- B. 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 attendees to hear the proceedings, substantially concurrent with the proceedings, and provide an opportunity for open forum. During a special meeting of the Board or Committee, the comments during open forum may be limited to the topics listed on the meeting agenda.

- C. Attendees will be required to validate their ownership before being able to attend the meeting. Validation may require the attendee to pre-register for the virtual meeting, identify their name and address, or provide other forms of validation so the person presiding over the meeting or meeting host can determine whether the person is entitled to participate in the meeting. Anyone who fails to identify themselves or is not entitled to participate in the meeting may be excluded from the meeting.
- D. All attendees must inform the meeting host or chairperson whether they intend to record by audio and/or visual means any portion of the meeting before being admitted to the meeting. Once admitted, no person may record the meeting unless they notify the person presiding over the meeting or meeting host of their intent to do so. For in-person meetings, the person presiding over the meeting may require the recording equipment to be placed in a specific location to prevent interference with the proceedings.
- E. When the Board or Committee convenes to executive session, all other attendees will be moved to a virtual waiting room or otherwise removed from the electronic meeting platform for the duration of executive session. At in-person meetings, attendees will be asked to leave the room. Attendees may return to the meeting after the Board or Committee exits executive session and reconvenes to the open portion of the meeting.
- F. Evidence of any vote, consent, or approval taken by the Board or Committee at a virtual or in-person meeting shall be reflected in the meeting minutes.

## **II. MEMBERSHIP MEETINGS**

### **A. Membership Meeting Location**

1. 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. A meeting conducted by electronic means includes a meeting conducted via teleconference, videoconference, internet exchange, or other electronic methods and any combination of the foregoing. The platform will allow all attendees to hear the proceedings, substantially concurrent with the proceedings, and provide an opportunity for open forum. Meetings that are announced in the notice of the meeting as held “in-person”, “live”, or by such other term which is commonly understood to mean not entirely by electronic means may, at the discretion of the Board, be broadcast through virtual or electronic means.
2. Attendees will be required to validate their ownership before being able to attend any meeting of the membership. Validation may require the member or their proxy to pre-register for the virtual meeting, identify their name and address, or provide other forms of validation so the person presiding over the meeting or meeting host can determine whether the person is entitled to participate in the meeting. Anyone who fails to identify themselves or is not entitled to participate in the meeting may be excluded from the meeting.

B. Notice. Notice of any membership meeting may be sent via electronic means via e-mails to registered accounts of members with the consent of the member. The notice of the meeting will advise the member of the means and methods for participating in the meeting electronically. The notice of meeting will include information on how to submit proxy and mail-in election ballots, the chosen meeting/voting platform, and the deadline for submission to the Association. If electronic notice is returned as undeliverable, notice was subsequently sent by United States mail to the member at the address of record. Such notice may also include bulletins or announcements disseminated through Association websites accessible to members (if any), and posted signs at the entrance to Association residence areas.

C. Nominations (if selected)

1. A call for candidates may be mailed prior to the notice of a meeting where an election is being conducted. Any eligible member (or spouse of a member) interested in serving on the Board of Directors may submit their candidacy for consideration by the members.
2. 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 meeting and their names included in the election materials. Late submissions will not be accepted.
3. Nominations will not be taken from the floor at the meeting unless there are not enough candidates who have submitted candidacy statements in an advance of the election for the number of vacancies. If nominations are taken from the floor, the person nominated must either be present (virtually or in-person) or have indicated in writing their willingness to serve.

D. Agenda

1. The chairperson of the meeting may establish the agenda.
2. If the person presiding over the meeting chooses to appoint inspectors of election, 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 Management or other person determined by the Board to collect any paper proxy forms and ballots.

E. Quorum

1. Quorum shall be as determined under Article III, Section 6 of the Bylaws or as otherwise required by the governing documents or the Act. A member or their proxy who attends a meeting virtually or submits a mail-in ballot will be considered present for purposes of quorum.

2. In accordance with Section 55.1-1815(H) of the Act, once quorum is met, a quorum shall be deemed to be present throughout any meeting of the Association until adjourned. Accordingly, quorum will be deemed present throughout the meeting even if a member or their appointed proxy leaves the meeting once the meeting is called to order.
  3. Pursuant to Article III, Section 6 of the Bylaws, in the event quorum is not met, a majority of members present in person or by proxy may adjourn the meeting from time to time without further notice.
- F. Voting. Votes may be cast in person, by proxy, mail-in ballot, or via electronic voting platform. The Board may elect to have votes, proxies, and mail-in ballots submitted via electronic means, facsimile, mail, hand-delivery, or other method.
1. Proxy Forms and Mail-in Ballots. Proxy forms and mail-in voting ballots must be submitted in accordance with the instructions set forth in the notice of meeting at which such election or vote shall be held, which can be mail, e-mail, or other means as directed in such instructions. An official Association proxy and mail-in ballot will serve the following purposes:
    - a. To designate a specific proxy holder who shall be present at the meeting, which shall ensure that the member's presence is counted for quorum purposes at the meeting, and
    - b. To designate the specific candidates that the member wishes to vote for related to the election of directors, and
    - c. To vote on any other matters properly brought before the membership.

Unless otherwise determined by the Board in their sole discretion, there will be no uninstructed proxy forms accepted by the Association. If a proxy and mail-in voting ballot is submitted without any votes being cast or the vote is otherwise invalidated, the ballot shall be counted for the sole purpose of establishing quorum at that particular meeting.

2. Electronic Voting Platforms. The Board may 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 Management for a paper ballot. The voting platform may be open prior to the time the meeting is called to order and may close at after the meeting is adjourned. The duration of voting may vary based on factors such as whether nominations will be taken from the floor at the meeting. 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. Results. Considering membership meetings may be held virtually and/or in-person and votes may be cast via electronic means or via paper, the results of any vote, consent, or approval may be announced after the meeting is adjourned.

H. Records. 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 form, and attendance. Paper proxy forms and ballots will also be maintained by the Association.

I. Miscellaneous

1. During any virtual meeting, those in attendance will be required to mute their microphone or other method of speaking once admitted to the meeting. The person presiding over the meeting may cause or direct the disconnection or muting of an attendee’s connection if it causes undue interference with the meeting. The decision to do so, which is subject to debatable appeal, shall be announced during the meeting.
2. The Board may adopt any other rules or regulations as appropriate for the efficient conduct of virtual meeting such as determining whether to allow use of chat functions or other similar features available by the virtual platform. At virtual and in-person meetings, the Board may also impose time limitations on speakers and set other rules to ensure fair and efficient conduct of the meeting.
3. Each attendee is responsible for his or her audio and internet connections; no action shall be invalidated on the grounds that the loss of, or poor quality of, an attendee’s individual connection prevented participation in the meeting.

Adopted on \_\_\_\_\_, 2024. The effective date of this Resolution shall be \_\_\_\_\_, 2024.

Yes	No	Abstain	Absent	Name/Role	Signature
				Silvia Merrill President	
				Daniel Cassidy Vice President	
				Jennifer Kampf Treasurer	
				Jennifer Rekas Secretary	

				Kathryn Fay Member-At-Large	
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**FOR ASSOCIATION RECORDS**

I hereby attest that this Resolution was mailed and/or hand-delivered to the addresses of record of the members on this \_\_\_\_\_ day of \_\_\_\_\_, 2021.

By: \_\_\_\_\_

Print Name: \_\_\_\_\_

Title: Community Manager



**HICKORY CLUSTER ASSOCIATION  
RESOLUTION ACTION RECORD**

Resolution Type:    Policy            No. \_\_\_\_

Pertaining to: Procedures Relating to Virtual Board, Committee and Membership Meetings and Electronic Voting

Motion by: \_\_\_\_\_                      Seconded by: \_\_\_\_\_

NAME	TITLE	YES	NO	ABSTAIN	ABSENT
	Director				
	Director				
	Director				
	Director				
	Director				
	Director				
	Director				

Attest: \_\_\_\_\_ (Secretary/Manager)

Date: \_\_\_\_\_