

TRURO HOMES ASSOCIATION
POLICY RESOLUTION NO. 21- 01

(Procedures Relating to Annual, Board and Committee Meetings held Electronically)

WHEREAS, Article VIII, Section 1(b) of the Truro Homes Association's ("Association") Bylaws provides that the Board of Directors ("Board") shall have all of the powers and duties and authority vested in or delegated to the Association not reserved to the membership by other provisions of the Bylaws, Articles of Incorporation, or the Declaration; and

WHEREAS, Article VII Section 1 of the Bylaws requires that nominations for election to the Board be made by a Nominating Committee and Section 2 requires that voting for the Board be by secret written ballot; and

WHEREAS, Article X, Section 1 of the Bylaws requires that the annual meeting be held in the month of November each year for the election of directors; and

WHEREAS, Section 55.1-1832 of the Virginia Property Owners Association Act ("POAA") provides that unless the declaration expressly provides otherwise, (i) any notice required to be sent or received, or (ii) any signature, vote, consent or approval required to be obtained under any declaration or bylaw provisions or any provision of the POAA may be accomplished using electronic means and that the Association, lot owners and those entitled to occupy a Lot may perform any obligation or exercise any right under any declaration or bylaw provision or any provision of the POAA by use of electronic means; and

WHEREAS, Section 55.1-1832 of the Property Owners' Association 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 Property Owners' Association 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 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, 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 Property Owners' Association 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 Property Owners' Association 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 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 the conducting meetings of the board, committee or members of the Association via electronic means and therefore, the Board of Directors deems it appropriate to adopt rules for the conduct of virtual board, committee and member meetings for when the Board deems virtual or electronic format to be appropriate.

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

I. Meetings Of The Members

The Board of Directors has the authority to determine whether meetings of the members shall be held entirely or partially by electronic means.

A. Definitions - The following terms used in this document shall have the meanings defined below:

a. Owners – Any person, corporation, trust, or other legal entity, or any combination thereof, which owns a Lot within the Association.

b. Quorum – The percentage of Owners that must be present in person or by Proxy at a meeting of the Association in order to open the meeting and conduct business. Such percentage is one-tenth (10%) of the votes within the Association.

B. Nominations

a. Nominations. Candidates may be nominated for election by the Nominating Committee in accordance with any Committee Charter or Policy Resolution establishing procedures for the nomination and election process.

i. No nominations shall be made from the floor at an electronic meeting of the members.

ii. The Nominating Committee may establish additional procedures for the nomination of Directors.

C. Notice Of Meeting

a. Notice shall specify the date, time and the location on the internet where Owners will need to log onto the internet to connect to the Annual Meeting, where to log onto the internet to cast their electronic ballots, and generally the means and methods of participating in the Annual Meeting electronically. The platform will allow all Members to hear the proceedings, substantially concurrent with the proceedings.

b. Owners 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, meeting codes or other identifying features to ensure that the person participating is an Owner or an Owner's proxy.

c. Notice may be sent by mail or electronic means. Notice may only be sent by electronic means if consented to by the Owner to whom the notice is given, provided that an officer or the Managing Agent certifies in writing that notice was sent and, if such electronic mail was returned as undeliverable, notice was subsequently sent by United States mail.

d. Included with the Notice shall be:

i. A Proxy/Ballot form to be used by those Owners who cannot attend the meeting but wish to vote on matters before the meeting.

ii. Instructions for use and submission of any electronic Proxy/Ballot or Proxy Envelope forms for any Annual Meeting that is convened solely using electronic means.

iii. The Notice shall also specify how the proxy may be submitted. Proxies may be submitted by hand, mail or electronic means.

D. Proxy And Mail In Absentee Election Ballots

Pursuant to the Bylaws and the Virginia Property Owners Association Act ("VPOAA"), Owners may vote in person, by proxy or by electronic means.

a. At any meeting held partially or wholly electronically, all voting shall be by written proxy and ballot and may be submitted in accordance with the instructions in the Notice of meeting.

b. Proxy and 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 by 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 or proxy may be by electronic means or paper form.

c. Each Member will receive an official Association proxy and absentee election ballot which serves the following 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.

iii. To vote on any other matters properly brought forth.

d. If a proxy and absentee voting ballot is submitted as uninstructed or without votes indicated, the ballot shall be counted for quorum purposes only for the annual meeting.

e. Once the deadline for submission of proxies and absentee ballots has passed, the inspectors of election and the Association's legal counsel (if present), shall meet for the purpose of determining the validity of the votes on the Proxy/Ballots and to calculate the votes. Any Proxy/Ballots determined to be invalid shall be eliminated from the calculation of votes. A written record shall be kept of the reason for each invalidation. If questions arise as to the validity of a particular Proxy/Ballot, they shall be segregated and referred to the Board of Directors, in consultation with legal counsel for the Association, for final determination only if such determination will impact the outcome of the election. If such

questions will not impact the outcome of the election, no ruling on validity is necessary. For the purposes of this section, the Board will be considered to consist of those directors who are not running for re-election at the Annual Meeting and if the Board is unable to agree on a ruling, legal counsel will render the final determination on the dispute or question.

f. Any Proxy/Ballot that selects more candidates than positions available shall be considered invalid, as the voter's intent cannot be determined, and no vote shall be counted. Signatures on Proxy/Ballots shall be presumed to be that of an authorized Owner even if the signature is less than legible or if the signature is made via electronic means in the form of the Owner's initials.

E. Voting

a. At any meeting held partially or wholly electronically, all voting shall be by written proxy and ballot and may be submitted in accordance with the instructions in the Notice of meeting.

b. The Board may designate an electronic platform for voting in addition to mail in or electronic submission of proxy and absentee ballots through the Association website or other electronic means. The notice of meeting will include information on the chosen platform, how to cast votes, where to submit votes, who shall serve as the inspectors of election, and the duration of the voting period. Any Member who cannot vote by electronic means may contact the Managing Agent for a paper mail in ballot.

b. Members submitting electronic votes may 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.

F. Quorum

a. 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 electronic means or proxy shall be deemed to be present at the meeting for all purposes.

b. In the event quorum is not met, a majority of Members present in person or proxy may:
(i) adjourn the meeting to a different date, time or place. Notice need not be given again if the new date, time or place is announced at the meeting before adjournment; otherwise if the new date, time and place is not announced prior to adjournment, the Secretary shall provide further notice of such date, time and place to the Members.

G. Meeting Conduct

a. For any meeting or portion of a meeting that is conducted electronically, the Board may

adopt rules and regulations regarding the conduct of members in the meeting as is appropriate for the forum or platform being used.

b. During any meeting of the members, members will be required to mute their microphone or other speaking ability during all times other than during any open session, when actively acknowledged by the Board or other meeting moderator as having a turn to speak or address the meeting.

c. All meetings shall be conducted in accordance with the most recent version of the ABA Modern Rules of Order, to the extent it does not conflict with the Governing Documents or the VPOAA.

H. Miscellaneous

a. Annual meetings held by virtual or electronic means shall be held on any weekday in the month of November prior to Thanksgiving at or before 8:00 pm.

b. 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.

c. At the conclusion of the meeting, all of the election records, including Proxy Envelopes, Proxy/Ballots, all invalid Proxy/Ballots, the Owner checklist, the report of the final election results, and any other records shall be maintained in the lock box (digitally or hard copy) in care of legal counsel Company as an official record of the Association.

II. 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. The Board 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 Owners of the means and methods for participating in the meeting electronically. The platform will allow all Owners to hear the proceedings, substantially concurrent with the proceedings and to comment, in accordance with meeting policy.

C. Owners will be required to validate their ownership before being able to attend the meeting.

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 notice of meeting.

E. Meeting Conduct

- a. Board and Committee meetings are for the Board or Committee to discuss the Association's business matters listed on the agenda for that specific meeting. The Board may adopt any other rules or regulations as is appropriate for the electronic meeting or platform.
- b. During any meeting of the Board, non-Board Association 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 or other meeting moderator as having a turn to speak or address the meeting.
- c. When the Board enters executive session, owners will be moved to a virtual waiting room or otherwise removed from the electronic meeting platform for the duration of executive session. Owners may return to the open session meeting after the Board exits executive session.
- d. All meetings shall be conducted in accordance with the most recent version of Roberts Rules of Order, to the extent it does not conflict with the Governing Documents or the POAA.

This Resolution was adopted and approved by the Board of Directors at a duly convened meeting of the Board of Directors on June 30, 2021. The effective date of this Resolution is July 1, 2021.

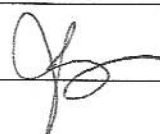
TRURO HOMES ASSOCIATION



Kevin Brandt, President

CERTIFICATE OF DISTRIBUTION

I hereby certify that a copy of the foregoing Policy Resolution No. 2021-01 was provided to all to all Owners of the Truro Homes Association via email and posting on the Association's website on the 15 day of July, 2021.


_____, Secretary

RESOLUTION ACTION RECORD

(Procedures Relating to Annual, Board and Committee Meetings held Electronically)

Duly adopted at a meeting of the Board of Directors held June 30, 2021

Motion by: Hamp Ebene Seconded by: Brandon Lucado

VOTE:

YES

NO

ABSTAIN

ABSENT

K Brunet
Director

yes

Op
Director

yes

B S
Director

YES

Hampton Obuk
Director

YES

Maurin Yarnick
Director

yes

Resolution effective: July 1, 2021.