

WEXFORD CONSERVANCY
Policy Resolution No. 2022-01
Electronic/Virtual Meeting Guidelines

WHEREAS, the Wexford Conservancy is organized pursuant to the Virginia Property Owners' Association Act ("Act") and the Association's Declaration of Covenants, Conditions, Restrictions and Reservation of Easements ("Declaration") and Bylaws (collectively, "Governing Documents"); and

WHEREAS, Section 55.1-1819 of the Virginia Property Owners' Association Act ("POAA") authorizes the Board of Directors ("Board") to adopt and implement reasonable regulations for the benefit of the Association; and

WHEREAS, Section 3.04 of the Declaration states that the business and affairs of the Association shall be managed by a Board of Directors elected by the Members; and

WHEREAS, Section 55.1-1832 of the POAA allows the Board of Directors ("Board"), Members of the Association ("Members"), and/or Committees ("Committees") to hold meetings entirely or partially by electronic means, subject to Board-adopted guidelines that comply with the POAA; and

WHEREAS, Section 13.1-844.2 of the Virginia Nonstock Corporation Act permits remote participation in annual and special meetings if authorized by the Board and subject to board-adopted guidelines in conformity with the Virginia Nonstock Corporation Act; and

NOW THEREFORE, BE IT RESOLVED that the Association's Board adopts the following Electronic Meeting Guidelines:

I. Definitions

- A. **Community Comments** means a designated period of time during a meeting to allow members an opportunity to comment on any matter relating to the Association.
- B. **Electronic Means** includes via teleconference, videoconference, Internet exchange, or other electronic methods, as further set forth in Virginia Code §55.1-1800.
- C. **Governing Documents** means, collectively, the Articles of Incorporation, Declaration, Bylaws, Rules, Guidelines, Resolutions and Policies of the Association as they may be amended from time to time.
- D. **Management Agent** means a *bona fide* business enterprise, its principals, and employees, which manages common interest communities, and which has entered into a written agreement with the Association to perform specific management services.
- E. **Member** means all those owners who are members of the Association as such term is defined in the Association's Governing Documents.
- F. **Meeting Facilitator** is the representative of the Management Agent, the board member or committee member who is administering the electronic meeting.
- G. **Owner** means the record owner, whether one or more persons or entities of the fee simple title to any Lot which is part of the Association, as such terms are further defined in the Association's Governing Documents.

II. General Guidelines

- A. **Unique Link and Identification.** The electronic meeting platform will utilize a unique link and/or password to ensure that persons accessing the meeting are authorized to attend. Attendees will be required to identify themselves if they are not otherwise recognized by the Meeting Facilitator. Any non-authorized persons shall be removed immediately. The Board will verify that each person participating remotely is a member of the Wexford Conservancy.
- B. **Participation.** The electronic meeting platform will allow participants to hear and be heard during the meeting, as well as being able to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meetings, substantially concurrently with such proceedings. Participants will have the option of participating via computer/internet or by phone. Participation by computer/internet is recommended to utilize the chat feature and benefit from any visual presentations. Participants are encouraged to arrive at least five minutes before the start of the meeting to be recognized and so that the meeting can begin on time.
- C. **Recordation of Meetings.** Any Member wishing to record any portion of an open meeting is required to provide notice to the Management Agent in advance of the meeting of the intent to record the meeting. At the opening of the meeting, an announcement will be made that the meeting is being recorded and by whom. The Executive session will only be recorded for the purpose of minute taking.
- D. **Meeting Minutes.** Meeting minutes will be taken by the Secretary of the Association or its designated minute taker/representative.
- E. **Alternative Participation.** Owners who do not wish to conduct business electronically will be provided an alternative for participation such as using a proxy.

III. Meetings of the Board of Directors & Committees

- A. Notice of meeting will be provided by email and/or posting on the Association's website.
- B. Routine meetings of the Board of Directors shall be held in accordance with the Governing Documents and Section 55.1-1816 of the Virginia Property Owners' Association Act.
- C. The Board of Directors will set aside 10-15 minutes of agenda time each meeting for Community Comments. During a meeting at which the agenda is limited to specific topics or at a special meeting, the Board of Directors may limit the comments of members to the topics listed on the meeting agenda. Members are encouraged to provide their comments, questions, or concerns in writing in advance of the meeting.

To follow up on a comment, question or issue, the Board of Directors may:

1. Add the issue for discussion on a future meeting agenda.
2. Respond in writing to the resident if it is an issue not requiring action at a meeting.
3. Refer the member to the appropriate committee, organization, or person to assist with the issue.

4. Take such other steps as the Board may deem appropriate.

Once the Community Comments Forum is closed, observers will be muted. The business meeting will remain open to Members for observation.

- D. Members who do not wish to attend the meeting and address the Board of Directors directly may submit their comments, questions, or concerns in writing to the Management Agent in advance of the meeting for Board consideration.

IV. Meetings of the Members

A. Notice of Meetings

1. If an Owner opts into receiving notifications via email, the Association may send meeting notice via email.
2. If emailed meeting notice is returned as undeliverable, the Association will send the meeting notice to the Owner via USPS mail to the Owner's address of record with the Association.

B. Voting

1. Voting may be conducted by electronic means. Instructions for voting by the Members will be included in the meeting notice. If the item to be voted upon is not known in advance of the meeting (such as an election where candidates are nominated from the floor at the meeting) voting may be conducted via chat, voice vote or by use of an electronic voting platform as appropriate for the situation. Where a secret ballot is required, the identity of the voting Member(s) will only be known to the person(s) identified as ballot inspector(s) who will execute an oath of confidentiality and impartiality.
2. Votes may be cast by proxy.
3. Owners voting by absentee ballot or proxy are considered "present" at the meeting for the purposes of meeting quorum.
4. Owners who do not wish to conduct business electronically may submit their proxy to the Management Agent in advance of the meeting.

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RESOLUTION ACTION RECORD

Resolution Type: Policy

Pertaining to: Electronic/Virtual Meeting Guidelines

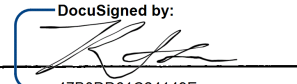
Duly adopted at a meeting of the Board of Directors held Feb 17, 2022.

Motion by: Robert Hoover Seconded by: Bill Hersey

VOTE:

Director	Yes	No	Abstain	Absent
<u>Robert Hoover</u>	✓			
<u>Bill Hersey</u>	✓			
<u>Lenore Beissiere</u>	✓			
<u>Jamilya McAllister</u>	✓			
<u>Ponna Parish</u>	✓			

ATTEST:

Officer:  Date: 3/21/2022

DocuSigned by:
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Resolution effective Feb 17, 2022.