

COUNCIL OF CO-OWNERS OF KEENE MILL WOODS CONDOMINIUM

POLICY RESOLUTION NO. 2021-01

(Virtual Meeting and Electronic Voting Procedures)

WHEREAS, The Council of Co-Owners of Keene Mill Woods Condominium (“Association”) is a condominium association operating pursuant to the Virginia Condominium Act (“Act”), the Association’s Master Deed (“Master Deed”) and the Association’s Bylaws (“Bylaws”) (collectively, the “Condominium Instruments”); and

WHEREAS, Article V, Section 3 of the Bylaws grants to the Board of Directors (“Board”) all powers and duties necessary for the administration of the affairs of the Association and to do all such acts as are not by law, or the Bylaws, directed to be exercised and done by the members; and

WHEREAS, Article V, Section 3(d) of the Bylaws empowers the Board to promulgate and enforce such rules and regulations as may be deemed proper respecting the use, occupancy and maintenance of the Condominium Project and the use of the common elements; and

WHEREAS, Article IV, Section 7 of the Association’s Bylaws recognizes the Unit Owner’s right to vote at the Association’s meetings; and

WHEREAS, Article IV, Section 8 of the Association’s Bylaws states that a Unit Owner Vote may be cast in person or by proxy in favor of another Unit Owner or the Managing Agent. The proxies shall be in writing on a form approved by the Association’s Board of Directors and must be filed with the Association’s Secretary before the appointed time of the meeting; and

WHEREAS, Virginia Code §55.1-1935 (A) recognizes votes by electronic means unless the Association’s Condominium Instruments expressly prohibit such votes; and

WHEREAS, the Association’s Condominium Instruments do not expressly prohibit electronic voting; and

WHEREAS, Virginia Code §55.1-1953 (E) provides that a member may vote at a meeting of the association in person, by proxy, or by absentee ballot by electronic means, provided that the Board of Directors has adopted guidelines for such voting by electronic means; and

WHEREAS, Virginia Code §55.1-1935 (F) provides that at any meeting of the membership, Board of Directors and committees may be held entirely or partially by electronic means, provided that the Board of Directors adopts guidelines for the use of electronic means for such meetings that ensure that persons accessing such meetings are authorized to do so and persons entitled to participate in such meetings have an opportunity to do so; and

WHEREAS, Virginia Code §55.1-1900 defines a meeting conducted by electronic means as those that are conducted via teleconference, videoconference, Internet exchange, or other electronic methods; and

WHEREAS, the Association's Board of Directors has determined that it is in the best interests of the Association to recognize voting, including but not limited to proxy voting, be conducted via electronic transmission and to allow all Association meetings to be held by electronic means in accordance with the following procedures and policy.

NOW THEREFORE, be it resolved, that the following policy is hereby adopted:

A. Electronic Transmission of Votes and Proxies.

1. Any votes or proxies submitted by Unit Owners who are eligible to vote or submit proxies at meetings of the Unit Owners may be submitted by electronic transmission in accordance with this Policy and as provided by the Board of Directors.
2. The Board of Directors may engage an electronic voting and proxy service provider ("Election Services Provider") from time to time, which service shall be the exclusive method by which Unit Owners may submit votes and proxies electronically for the time period during which the service is engaged. The Election Service Provider may serve as the Inspector of Elections.
3. In order to participate in the electronic voting and proxy service engaged by the Board of Directors, a Unit Owner must provide the Board of Directors with adequate identifying information to enable the Board of Directors to determine that the vote or proxy received by electronic transmission was authorized by the Unit Owner. Such information may include, but is not limited to, the Unit Owner's name, email address, the last four digits of the Unit Owner's social security number, and any other necessary identifying information, as determined by the Board of Directors, to authenticate a vote or proxy submitted by a Unit Owner.
4. The electronic submission of a vote or proxy in accordance with this Policy shall be deemed to be by written ballot, absentee ballot or by signed and dated proxy as required by the Association's Condominium Instruments. Electronic signatures shall be valid.
5. Electronic voting is an alternative form of voting that Unit Owners may elect to use. Nothing in this Resolution shall prevent a Unit Owner from voting in person, written absentee ballot (when authorized by the Board of Directors) or through a written proxy as set forth in the Condominium Instruments or the Virginia Condominium Act.
6. Except as expressly set forth herein, this Policy does not otherwise alter the voting and proxy eligibility requirements of the Association's Condominium Instruments or Virginia law.

7. Members voting by absentee ballot or proxy shall be deemed to be present at the meeting for all purposes.

B. Meetings Held via Electronic Means.

1. In order to participate in an Association meeting, Board of Directors meeting or committee meeting held via electronic means, a Unit Owner must provide the Board of Directors with adequate identifying information to enable the Board of Directors or committee members to determine that the individual is authorized to attend the meeting. Such information may include, but is not limited to, the Unit Owner's name, email address, telephone number, and any other necessary identifying information to confirm the individual's authority to attend the meeting.
2. All meetings held via electronic means shall be held on a readily available platform. Instructions to access the meeting shall be provided in the meeting notice that is required to be provided to all owners. Instructions shall include a link to allow attendance via video conference or Internet exchange, as well as the telephone number to allow meeting attendance via teleconference. Instructions shall include the meeting ID, any passwords required and any additional information required for access to the meeting.
3. Owners attending any meeting via electronic means shall have the ability to hear all attendees and have the ability to be heard by all attendees or otherwise have the opportunity to participate in the meeting. If an Owner who is entitled to participate in the electronic meeting is prevented from doing so due to circumstances not of the Owner's making, then the meeting chair is to ensure that all efforts are made to allow the Owner to participate.
4. The Board of Directors shall determine whether any such meeting may be held entirely or partially by electronic means.

C. Effective Date.

This Resolution shall be effective on July 1, 2021.

I certify that this Policy Resolution was duly adopted by the Board of Directors at a regular meeting of the Board on October 21, 2021.

**COUNCIL OF CO-OWNERS OF KEENE
MILL WOODS CONDOMINIUM**



Michelle Olsen, President

Certificate of Posting

I, Beth Cousino, certify that a copy of this Policy Resolution No. 2021-01 was posted on the Association website on 10/22/21, 2021.

Beth Cousino
Beth Cousino, Management Agent

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