

ASHBURN VILLAGE COMMUNITY ASSOCIATION, INC.
ADMINISTRATIVE RESOLUTION 2022- 08-23

(Procedures Relating to Virtual Board, Committee and Annual Meetings)

WHEREAS, Article 4, Section 4.1(4) of the Association's Amended and Restated Bylaws ("Bylaws") and Article 8, Section 8.3 of the Association's Amended and Restated Residential Declaration ("Declaration") state that the Board of Directors shall have the power to adopt, amend and repeal Rules and Regulations restricting and regulating the use and enjoyment of the Property, or of any portion thereof and the actions of the Owners and occupants which affect the Property which may supplement, but may not be inconsistent with the provisions of the Association Documents;

WHEREAS, Section 55.1-1832 of the Property Owners' Association Act 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 Members 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 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 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 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 Governing Documents do not prohibit electronic voting or the conduct of a meeting of the Association via electronic means and therefore, the Board of Directors deems it appropriate to conduct meetings virtually and to allow for absentee and electronic voting; and

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

I. 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. If the Board decides that the Board or Committees will meet virtually, it 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 Members of the means and methods for participating in the meeting electronically. The platform will allow all Members to hear the proceedings, substantially concurrent with the proceedings.
- C. Members will be required to validate their ownership before being able to attend the meeting.
- D. If the Board or Committee decides to meet virtually, 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. Board and Committee meetings are for the Board or Committee to discuss and take action on the Association's business matters listed on the agenda for that specific meeting, including any approved amendments to the agenda that occur at the meeting. The Board may adopt any other rules or regulations as are appropriate for the electronic meeting or platform, such as the use of chat or non-chat functions, limitation of times for speakers, and other rules to ensure fair and efficient conduct of the meeting.
- F. During any virtual meeting, when the Board/Committee enters executive session, other attendees will be moved to a virtual waiting room or otherwise removed from the electronic

meeting platform for the duration of executive session. Attendees may return to the open session meeting after the Board/Committee exits executive session, so as to witness any related votes.

II. MEMBERSHIP MEETINGS

A. Membership Meeting Location

- a. 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.
- b. The Board shall determine the virtual place for the annual meeting by way of a virtual platform, conference call number, or one or more other electronic means. The notice of the meeting will advise Members of the means and methods for participating in the meeting electronically. The platform will allow all Members to hear the proceedings, substantially concurrent with the proceedings.
- c. Members 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 or other identifying features to ensure that the person participating is a Member.
- d. If the annual meeting is held by electronic means, 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 meeting notice.

B. Nominations

- a. A call for candidates may be mailed prior to the notice of the annual meeting. Anyone interested in serving on the Board of Directors may submit their candidacy for consideration by the members.
- b. 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 names placed on ballot. Late submissions will not be accepted.
- c. Nominations will not be taken from the floor at any membership meeting that is held virtually unless the notice of meeting expressly states otherwise.

C. Agenda

- a. The order of business shall be: (a) Roll call; (b) Proof of notice of meeting; (c) Reading of minutes of preceding meeting; (d) Reports of officers; (e) Report of the Board of Directors; (f) Reports of Committees; (g) Announcement of election results; (h) Unfinished business; (i) New business; and (j) Adjournment.

- b. The order of business will remain the same except that 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 ballots and (2) the delegation to the Managing Agent or other person determined by the Board to collect any paper ballots.

D. Absentee Mail-In Election Ballots

- a. Absentee 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 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 absentee election ballots, and the deadline for submission to the Association, which shall be before the commencement of the meeting. Delivery of a ballot may be by electronic means or paper form.
- b. Once the deadline for submission of absentee ballots has passed, Management and the Association's legal counsel (if present), shall meet for the purpose of determining the validity of the votes on the Absentee Ballots and to calculate the votes. Any Absentee 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 Absentee Ballots, 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.
- c. Signatures on absentee 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.
- d. If an absentee ballot is submitted without selection of candidates for the election, the absentee ballot shall be counted for quorum purposes only for the annual meeting, unless the notice of meeting expressly states that uninstructed ballots will be accepted.

E. Quorum

- a. A quorum shall be deemed to be present throughout any meeting of the Association if Members entitled to cast at least ten percent of the total number of votes of all the Members are present, in person or by absentee ballot, at the beginning of such meeting. The presence of any Member 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 leaves the virtual meeting once the meeting is called to order. Members voting by absentee ballot shall be deemed to be present at the meeting for all purposes. If quorum is not present at any meeting, the

majority of the Owners who are present at such meeting in person or by absentee ballot may: (1) recess the meeting to such date, time and place as such Owners may agree not more than forty-eight hours after the time the original meeting was called; or (2) after the time the original meeting was called at such date and place as such Owners may agree, whereupon the Secretary shall announce the date, time and place at the meeting and make other reasonable efforts to notify all Owners of such date, time and place.

F. Voting

- a. 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 the Managing Agent for a paper ballot.
- b. The electronic voting platform, if designated, will be open prior to the time the meeting is called to order and will close by the date and time set forth in the annual meeting notice.
- c. Members 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.

G. Miscellaneous

- a. 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 and attendance. Absentee ballots will also be maintained by the Association.

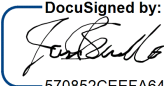
III. MEETING CONDUCT

- a. For any meeting or portion of a meeting that is conducted electronically, the Board may adopt protocols regarding the conduct of members in the meeting as is appropriate for the forum or platform being used.
- b. During any meeting of the Board, committee or members, attendees 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. Attendees who do not follow these protocols may be muted by the host or removed from the meeting by the host.
- c. 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.
- d. The chairperson of the meeting may cause or direct the disconnection or muting of an attendee's connection if it causes undue interference with the meeting. The

chairperson's decision to do so, which is subject to debatable appeal, shall be announced during the meeting.

- e. In order to confirm that those in attendance are authorized to do so, attendees may be asked to identify themselves at any time during the meeting. Any attendee who fails to identify themselves or is not authorized to attend the meeting, or any portion thereof, may be denied access to or removed from the meeting.
- f. If Association records the meeting, any such recording shall be destroyed after 30 days from the date of recording and will not be used in lieu of meeting minutes.
- g. All attendees are required to inform the meeting administrator or chairperson whether they intend to record any portion of the meeting before being admitted to the meeting. Once admitted, no attendee may record the meeting unless the owner notifies the Board of their intent to do so prior to commencing the recording. Recording includes audio and visual recordings.

The effective date of this Resolution shall be August 23, 2022.

DocuSigned by:

By: 570852CEEFA64CA...
Board President

FOR ASSOCIATION RECORDS

I hereby certify that a copy of the foregoing Resolution was reasonably published or distributed to members of the Ashburn Village Community Association, Inc. on this _____ day of _____, 2022.

A handwritten signature in black ink, appearing to read "Mark Rios", written over a horizontal line.

General Manager

RESOLUTION ACTION RECORD

Duly adopted at a meeting of the Board of Directors of the Association held
August 23, 2022.

VOTE:**YES****NO****ABSTAIN****ABSENT**

DocuSigned by:



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DocuSigned by: **President** Jason Mello

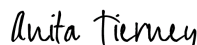
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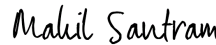
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Resolution effective: August 23, 2022.