

MOORINGS CLUSTER ASSOCIATION

ADMINISTRATIVE RESOLUTION NO. 2022-EMM

**GUIDELINES FOR HOLDING ASSOCIATION MEMBERSHIP MEETINGS VIA
ELECTRONIC MEANS**

WHEREAS, Paragraph 4 of the Articles of Incorporation and Article VI of the Bylaws for the Moorings Cluster Association (“Association”) provides the Board of Directors (“Board”) with the powers and duties necessary for the administration and management of the affairs of the Association and grants the Board the authority to exercise for the Association all powers, duties and authority vested in or delegated to the Association and not reserved to the membership by other provisions of the Virginia Nonstock Corporation Act (“Nonstock Act”) or the Virginia Property Owners Association Act (the “Act”) or the Association Governing Documents, including the power and authority to adopt resolutions governing the administration and operation of the Association;

WHEREAS, effective July 1, 2021, Sections 55.1-1816, and 55.1-1832 of the Act and 13.1-810, 13.1-844.2, 13.1-847, and 13.1-864 of the Nonstock Act allow any meeting of the Property Owners’ association to be held entirely by electronic means and further allow for electronic voting, provided that the Board has adopted guidelines for the use of electronic means for such meeting and voting and provided that such guidelines 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;

WHEREAS, Section 55.1-1832 of the Act provides that notice of Association meetings may be sent to Owners by electronic mail who have elected to receive such notice by electronic mail; and

WHEREAS, the Board deems it necessary and appropriate, pursuant to the new statutory enactments to establish appropriate guidelines and procedures for using electronic means for meetings and voting, and for sending Association meeting notices by e-mail to Owners.

NOW, THEREFORE, BE IT RESOLVED THAT the Board hereby adopts as part of the Association’s Rules and Regulations the following guidelines, policies and procedures for using electronic means for meetings and voting and for sending Association meeting notices by e-mail to Owners (“these Guidelines”), and further these Guidelines supersede any and all previously-adopted Rules and Regulations that govern Association meetings held through electronic means, electronic voting, or Owners authorizing e-mail notices.

I. Sending Association Meeting Notices by E-mail / Owner Opt-In Procedures

- A. **Methods for Sending Association Meeting Notices.** By default, notices of annual and special meetings of the Association (collectively, “Association Membership Meetings”) are sent by U.S. mail to all Owners at their address of record as listed in the Association’s records. However, the Board may authorize the Association’s management agent (“Managing Agent”) to send Association meeting notices by e-

mail to those Owners who have opted into receiving e-mail notices from the Association. *However, if an e-mail notice is returned as undeliverable, the Managing Agent must subsequently send meeting notices to that Owner by U.S. mail.*

- B. **Opting Into Receiving E-mail Notices.** Attached as **Exhibit A** to these Guidelines is the form titled “Consent to Use E-mail for Electronic Notices, Meetings and Voting” that should be used by Owners to authorize the Association to e-mail Association notices to that Owner. Alternatively, an Owner may submit a letter or e-mail to the Managing Agent stating that the Owner authorizes the Association to send Association notices by e-mail – if such a letter or e-mail is sent (rather than using the **Exhibit A** form), then that Owner’s letter or e-mail will be deemed to incorporate the content of the Exhibit A form. *By providing the Association with a designated e-mail address for electronic notice purposes, the Owner is deemed to also be designating that same e-mail address for purposes of electronic meetings, voting and all other official purposes (unless the Owner specifically designates a different e-mail address for electronic meetings and voting).*
- C. **Opting Out of Receiving E-mail Notices.** After an Owner opts into receiving e-mail notices per subsection B above, the Owner may subsequently revoke that consent by submitting a letter or e-mail to the Managing Agent specifically revoking that Owner’s consent to receive e-mail notices from the Association at the stated e-mail address. *By revoking consent to receive e-mail notices per this subsection C, the Owner is also deemed to revoke use of that same e-mail address for electronic meetings, voting and other purposes (unless the Owner specifically states that the Owner’s e-mail address will still be used for electronic meetings and voting).* Notwithstanding the foregoing, Owners may provide notice of a change in their e-mail address, which acts to revoke use of the prior e-mail address.

II. Board Authorization as to Form of Meetings.

- A. **Electronic Meetings as Default.** Beginning July 1, 2021, unless otherwise determined by the Board for a particular Meeting, all Association Membership Meetings will be Virtual or Electronic Meetings (“E-Meetings,” as further defined below) using a Board-approved video- and/or audio-conference electronic communication (such as Zoom®, GoToMeeting®, or Google Meet®) that creates a record that may be retained, retrieved and reviewed by participants.¹ For purposes of these Guidelines, the applicable Board-approved electronic communication meeting system is referred to as the “E-Meeting Platform.”
- B. **Hybrid or In-Person Meetings.** At the Board’s option for any particular Meeting, an Association Membership Meeting may be held either entirely by Virtual/electronic means or as a “Hybrid Meeting,” in which there is a physical meeting location but individuals also have the option to attend by the E-Meeting

¹At least ten days prior to a planned Electronic-Only Meeting or, if later, upon viewing the meeting notice, any Owner needing to conduct business with the Association at that meeting who cannot (or desires not to) conduct business by electronic means at the meeting must notify the Association in writing of such circumstances so a reasonable alternative can be discussed and made available. A reasonable alternative may be for the Owner to attend by proxy or submit comments in advance.

Platform rather than attending in-person at the physical meeting location. In addition, the Board may choose to have any particular Meeting as a wholly “In-Person Meeting,” where the participants attend in person or by proxy at a physical meeting location (provided however that proxies and votes may still be received electronically as noted in these Guidelines).

III. Technical Requirements.

- A. **Technical Requirements and Malfunctions.** Each person attending an Association Membership Meeting through electronic means is responsible for his or her own audio and internet connections; no vote or other action at the meeting will be invalidated on the grounds that the loss of, or poor quality of, a person’s connection prevented participation in the meeting.
- B. **E-Meeting Platform.** The E-Meeting Platform must be set up in a manner that:
1. Implements reasonable measures to verify that each person accessing the Association Membership Meeting through electronic means is authorized to do so, such as providing authorized attendees a unique identifier number, verification code, password or link to enter the meeting as a means to authenticate the attendee’s identity;²
 2. Implements reasonable measures so that persons entitled to participate in the Association Membership Meeting have an opportunity to do so, allowing those remotely attending the Hybrid Meeting to participate, hear and be heard at such meeting in accordance with applicable law;
 3. Allows the Association Membership Meeting to be held in reasonable compliance with these Guidelines and with reasonable data security protocols;
 4. Allows for one or more authorized meeting “hosts” designated by the Association for purposes of having access to the control panel for the meeting (such as for muting and unmuting attendees, controlling the screen view, removing unauthorized persons, etc.); and
 5. Implement reasonable data security protocols.

IV. In-Person Attendance at Hybrid Meetings.

- A. **Hybrid Meeting Logistics.**
1. In-person physical attendance at the meeting location is subject to reasonable occupancy limits for fire code or other health or safety purposes. Those physically attending a Hybrid Meeting understand they may be attending and/or observing the meeting primarily through electronic means, particularly if the majority of attendees (including the directors, committee

² As noted hereinbelow, the Board or Agent may implement alternate means of confirming owner identification during a meeting if said means can reasonably verify the owner’s identity.

members and chairpersons) are attending virtually.

2. At least one Board member or a Managing Agent representative should be physically present at the in-person meeting location.

B. Association Representative's Duties. Those Association representatives physically present at the in-person meeting location should attempt to resolve any issues that may occur at the meeting location impacting the electronic means being used for the meeting (such as ensuring the presence of an adequate speaker or other electronic device so that those physically present can hear or view the meeting proceedings). In the case of an Association meeting at which directors are being elected, the presiding officer is to appoint two or more inspectors of election from among those persons physically present at the meeting location (one of whom may be the Managing Agent).

V. Notices and Log-In/Call-In information for Hybrid or Electronic-Only Meetings.

Prior to the Association Membership Meeting date, the Board (or the Management Agent) will provide the website link and access code necessary to connect to the E-Meeting Platform either for video and audio (or for audio-only meetings, the phone number and access code needed to connect to the conference call). Notice of Association Membership Meeting will be provided in accordance with the Association's Bylaws and/or this Resolution. Website access links and codes may be provided at a time later than the formal notice of the meeting itself.

VI. Quorum at a Hybrid or Electronic-Only Meeting.

Those Owners (or their appointed proxies) entitled to cast votes who are either (i) physically attending at the meeting location or (ii) verified to be remotely attending through the E-Meeting Platform are deemed to be present for quorum/voting purposes and for otherwise participating in the meeting during appropriate times, provided however that if the Board has authorized voting by absentee ballot as noted hereinbelow shall be deemed present for all purposes, including quorum.

VII. Member Participation.

Owners wishing to speak on an agenda item or New Business (or similarly designated meeting periods) during an Association Membership Meeting are encouraged to sign up in advance of the meeting (per instructions provided in advance of the meeting). Owners who timely sign up in advance of the meeting will be given first priority by the meeting's chair to speak for their allotted time period during the applicable part of the meeting agenda; time permitting, other Owners will then be recognized to speak by the chair. Participation shall be conducted by appropriate means which allow Members of the Association attending to communicate with one other by the electronic means chosen to conduct the electronic aspect of the Meeting (including via audio or written "chat" functions).

To facilitate allowing attendees attending through electronic means to seek recognition by the meeting host, the E-Meeting Platform may be set up so that a member can physically raise their hand, electronically "raise" their hand, and/or electronically send a message requesting the floor.

VIII. Use of E-Meeting Platform. The following procedures and requirements apply when using an E-Meeting Platform:

- A. Log-In. The Managing Agent, Chairperson or meeting host responsible for scheduling and setting up the meeting in the E-Meeting Platform will make reasonable attempts to do so in a manner that allows log-in to begin at least 10 minutes before the convening of the meeting.
- B. Confirmation of Attendee Identity. The Association will take reasonable measures to implement log-in and electronic attendance protocols that allow verification that persons attending electronically are authorized. The Association may use a different electronic meeting room (such as a “lobby”) to temporarily place persons until they can be sufficiently confirmed to be an authorized attendee. If requested by the Managing Agent, Board member or meeting host, any person attending the meeting electronically must identify themselves by name and other information sufficient for the Association to confirm they are authorized to attend. If the person refuses to provide the requested information, the meeting’s presiding officer/chair may remove that individual from the meeting.
- C. Forced disconnections. The presiding officer/chair of the Meeting may cause or direct the disconnection or muting of a person’s connection if it is causing undue interference with the meeting or if the person is disrupting the meeting and refuses to comply with these Guidelines or applicable protocols.
- D. Video display. If possible, the video feed of the presiding officer of the meeting will be displayed throughout the meeting, and the video of the person currently recognized to speak will be displayed.
- E. Recording of Meeting. The same Rules and Regulations applicable to recording meetings while present at the physical meeting location also apply to recording of Hybrid Meetings and Electronic-Only Meeting; provided, however, that Hybrid and Electronic-Only Meetings should be recorded by the Association, with such recording being retained until minutes of said Meeting are drafted and approved.

IX. Method of Voting at Membership Meetings. Unless otherwise determined by the Board, voting at Membership Meetings is conducted as follows:

- A. In Person – E-Meeting. In person through use of the selected E-Meeting Platform (for Hybrid or Electronic-Only Meetings);
- B. In Person – Physical Location. In person at a physical meeting location (for Hybrid or In-Person Meetings);
- C. Proxy. Via proxy (which may include paper or electronic proxies) for all Meetings;
- D. Absentee Ballot. If authorized by the Board for a specific Meeting as noted in subsection F below, via absentee ballot through an **electronic platform** or via **written paper ballots**; or

- E. Electronic Voting (“E-Voting”) Standards. If the Board decides to use E-Voting (such as VoteHOA or VoteNow), in whole or in part, the E-Voting System (including votes conducted through the E-Meeting Platform) must comply with the applicable requirements of the Act.

The Board has the authority to select a third-party vendor to provide the E-Voting system for use by the Association; such vendor may also provide a mechanism for Owners to appoint proxies through electronic transmission, using an electronic signature in compliance with applicable law. The E-Voting vendor must submit to the Managing Agent reports confirming the votes and proxy appointments submitted through the vendor’s system, and all such reports will be relied on for purposes of tabulating the total vote count for those using E-Voting.

When using E-Voting (as described above):

1. The E-Meeting Platform or separate electronic voting service must create a record of the vote for the purpose of record-keeping;
2. The electronic transmission of the vote must either set forth or be submitted with information from which it may be determined that the electronic transmission was authorized by the Owner or the Owner’s proxy.
3. If the vote, consent, or approval is required to be obtained by secret ballot (such as for the election of directors), the electronic means must protect the identity of the voter. If the electronic means cannot protect the identity of the voter, another means of voting must be used.
4. Persons voting by E-Vote who are not present physically, electronically or by proxy shall be deemed present at the meeting for all purposes in accordance with the Act.

- F. Absentee Ballot. As noted above, for any particular purpose or membership meeting, the Board may authorize voting by written absentee ballot (“Absentee Ballot”). If voting by Absentee Ballot has been authorized, the Association shall provide an appropriate written ballot, or a ballot that may be cast through an authorized electronic voting system, reasonably identifying the matter being voted on (including elections, if applicable), as well as a deadline by which the written Absentee Ballot must be submitted. The Absentee Ballot must require requisite information to confirm the identity of the person voting. If the Absentee Ballot is being submitted in the context of an Association Meeting, the persons voting by Absentee Ballot shall be deemed present for all purposes.

EFFECTIVE DATE: **The effective date of this Policy is** March 14, 2022.

Exhibit A:
Consent to Use E-mail for Electronic Notices, Meetings and Voting

The undersigned, being an Owner of the below-listed Lot located within Moorings Cluster subdivision and a member of the Moorings Cluster Association (the “Association”) hereby agree, acknowledge and consent to the following on behalf of myself and, if applicable, all other co-owners of my Lot:

1. I consent to receiving Association notices by e-mail, including for Association meetings.
2. I designate the following e-mail address for electronic notice purposes:

[print e-mail address]

3. By providing the Association with the above-designated e-mail address for electronic notice purposes, I am also designating that same e-mail address for all other official purposes, such as electronic meetings and voting if or when the Association uses electronic means for holding meetings or casting votes. For this purpose, I consent to the Association providing to the Association’s selected third-party videoconference provider and/or electronic voting service provider my e-mail address and other information reasonably necessary to enable the authenticated use of the electronic meeting and/or electronic voting service.
4. I understand that by consenting to receive notices by e-mail, the Association will no longer be required to send me notices in most instances by U.S. mail unless and until I revoke my consent by submitting a letter or e-mail to the Association’s Managing Agent specifically and clearly revoking my consent to receive e-mail notices from the Association. Also, if I revoke consent to receive e-mail notices, I understand that I would also be revoking use of that same e-mail address for electronic voting purposes. *[note: applicable law still requires certain notices to be sent by U.S. mail, such as notices regarding violations of the governing documents]*
5. I understand that, given the nature of the internet and electronic transmissions and given that no internet or IT security system is infallible, the Association cannot guarantee that third parties will improperly gain access to my e-mail, improperly use my e-mail, or send me e-mails with viruses, malware, cookies or the like. Accordingly, by signing this consent form, I hereby release and waive any claim against the Association pertaining to such third-party actions to the fullest extent permissible under applicable law.

I have read and agree to the above.

Owner’s Lot Address within Moorings Cluster Association: _____

Owner’s Signature: _____

Owner’s Printed Name: _____

Date of Signature: _____

MOORINGS CLUSTER ASSOCIATION
Resolution Action Record

Resolution Type: Administrative

No.: 2022-EMM

Pertaining to: Guidelines for Providing Notice and Conducting Association Meetings Electronically

Duly adopted by the Board of Directors of the Moorings Cluster Association on March 14, 2022, by [check applicable]:

- majority vote at a Board meeting, or
- unanimous written consent through an action without a meeting.

Motion by: Rob Marston Seconded by: Craig Friedmann

VOTE:

		YES	NO	ABSTAIN	ABSENT
<u>Rob Marston</u> , Director		<u>X</u>	_____	_____	_____
<u>Deb Talley</u> , Director		_____	_____	_____	<u>X</u>
<u>Craig Friedmann</u> , Director		<u>X</u>	_____	_____	_____
<u>Karen Compton</u> , Director		_____	_____	_____	<u>X</u>
<u>Andrew Nachison</u> , Director		<u>X</u>	_____	_____	_____
<u>Taralyn Kohler</u> , Director		<u>X</u>	_____	_____	_____
<u>Katie Talbot</u> , Director		<u>X</u>	_____	_____	_____

ATTEST:
Craig H. Friedmann
 Secretary

3-14-2022
 Date

Resolution effective: March 14 2022.

FOR ASSOCIATION RECORDS

I hereby certify that a copy of the foregoing Administrative Resolution was mailed on March 16, 2022 by first-class, postage prepaid, US Mail to all Lot Owners as reflected in the Association's books and records or otherwise provided via the Association procedures.

 Cara Harmon, Community Manager