

PENN FOREST PLACE HOMEOWNERS ASSOCIATION, INC.

ADMINISTRATIVE RESOLUTION NO. 2021-1

GUIDELINES FOR ELECTRONIC BOARD AND COMMITTEE MEETINGS

WHEREAS, Article 3, Section 2 of the Association's Bylaws grants the Board of Directors with "all of the powers and duties necessary for the administration of the affairs of the Homeowners Association and may do all such acts and things as are not by the Virginia Property Owners Act (the "Act"), the Declaration or by these Bylaws required to be exercised and done by the Homeowners Owners Association"; and

WHEREAS, Article 3, Section 2 of the Bylaws further authorizes the Board of Directors "the power from time to time to adopt any Rules and Regulations deemed necessary for the benefit and enjoyment of the Property", provided that the Rules or Regulations are not in conflict with the Act, the Declaration, or the Bylaws; and

WHEREAS, effective July 1, 2021, Section 55.1-1832 and Section 55.1-1816 of the Act allows any meeting of the Board of Directors to be held entirely by electronic means, provided that the Board has adopted guidelines for the use of electronic means for such meeting 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, the Board deems it necessary and appropriate, pursuant to the new statutory enactments to establish appropriate guidelines and procedures for holding the Association's Board of Directors' and Committee meetings entirely or partially by electronic means, in a safe, effective and all-inclusive manner.

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 Board and Committee meetings ("these Guidelines").

I. Board Authorization of Electronic Meetings.

- A. **Electronic Meetings ("E-Meetings").** All meetings of the Association's Board of Directors and authorized Committees may be held entirely by electronic means with the usage of a Board-approved internet-based audio- or video-conference system (such as Zoom, GoogleMeet or other similar electronic platform, including audio-only conference calls) (hereinafter "E-Meetings"), with all Directors, Committee and attending Association Members being able to participate, hear and be heard at such meeting in real time. All participants in E-Meetings shall be considered as physically present for all purposes, including but not limited to voting and participating in owner comment period.
- B. **Hybrid Option.** Notwithstanding the foregoing, at the option of the Board or Committee, as appropriate, a Board or Committee E-Meeting can also be attended

in person at a physical meeting location, so the meeting is being held partially (rather than entirely) by electronic means (referred to herein as “Hybrid Meetings”). Hybrid Meetings have a physical meeting location, but allow individuals the option to attend either by electronic means or attending in-person at the meeting location. If a meeting is to be conducted as a Hybrid Meeting, the notice of the meeting shall so state. Nothing herein shall be construed to require a Board or Committee to exercise the option of having Hybrid Meetings.

II. Technical Requirements. Beginning July 1, 2021, all Board and Committee meetings may be E-Meetings using a Board-approved video- and/or audio-conference system. For purposes of these Guidelines, the applicable approved audio- or video-conference system is referred to as the “E-Meeting Platform.” As context requires, references to an “E-Meeting Platform” shall include Hybrid Meetings.

1. Technical Requirements and Malfunctions. Each person attending 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.
2. Platform. The E-Meeting Platform must be set up in a manner that:
 - a. Implements reasonable measures to verify that each person accessing the E-Meeting 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;¹
 - b. Implements reasonable measures so that persons entitled to participate in the meeting have an opportunity to do so, allowing those remotely attending the E-Meeting to participate, hear and be heard at such meeting in accordance with applicable law;
 - c. Allows the meeting to be held in reasonable compliance with these Guidelines and with reasonable data security protocols; and
 - d. Allows for one or more authorized meeting “hosts” designated by the Board or Committee for purposes of having access to the control panel for the E-Meeting (such as for muting and unmuting attendees, controlling the screen view, removing unauthorized persons, etc.).
3. Board Authority to Change Meeting Method. If the Board determines that these Guidelines are not being followed, that there are too many technical difficulties, or that using an E-Meeting Platform is not in the best interests of the Association, the Board may change the method by which meetings (or any particular meeting) are held, including a wholly in-person meeting at a physical location.

¹ 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.

4. Reasonable Alternative. At least ten days prior to a planned E-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 submit written comments in advance, in the sole discretion of the Board or Committee, use of a Hybrid Meeting option noted hereinabove.

III. In-Person Attendance at Hybrid Meetings.

- A. Hybrid Meetings. If a Hybrid Meeting has been authorized by the Board or Committee, in-person physical attendance at the meeting location must be allowed (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 members and chairpersons) are attending virtually.
- B. Association Representative's Duties. Those Association representatives physically present at the 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).

- IV. Notices and Log-In/Call-In information for E-Meetings. Unless different requirements are stated in applicable governing documents or applicable law, notice of Board and Committee Meetings will be provided in a manner calculated to be available to a majority of Owners, including via electronic means. Prior to the meeting date, the Board or Committee (or the 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). This information may be published in the same manner as the meeting notice is published. Access links may be provided at a time later than the formal notice of the meeting itself.
- V. Member Comment Period. At all regular meetings of the Board or Committees, the Agenda of such meeting shall include a time for Members to comment on any matter relating to the Association. At Special Meetings, Member comment will be limited to the topics comprising the basis for the Meeting. The Comment Period shall be conducted by appropriate means which allow Members of the Association and/or the Directors or Committee Members attending to communicate with one other by the electronic means chosen to conduct the E-Meeting (including via audio or written "chat" functions).
- VI. Use of E-Meeting Platform. Whether for E-Meetings or Hybrid Meetings, the following

procedures and requirements apply when using a E-Meeting Platform:

- A. Log-In. The Managing Agent, Board member or Committee Member responsible for scheduling and setting up the meeting in the E-Meeting Platform will do so in a manner that allows log-in to begin at least 5 minutes before the convening of the meeting. Persons attending remotely must truthfully identify themselves as required to log into the Platform.
- B. Forced disconnections. The presiding officer of the E-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. This same process may be used for those meetings using a traditional telephone conference call.
- C. Executive Sessions. For Board and Committee meetings, the Association may use a different electronic meeting room (or separate videoconference session or conference call) to facilitate holding executive (closed) session during the meeting.
- D. Speaking at the Meeting. Owners wishing to speak during the designated Member Comment part of a Board or Committee meeting are encouraged to sign up in advance of the meeting. To facilitate attendees seeking recognition by the presiding officer/chair, the E-Meeting Platform may be set up so that a member can physically or electronically "raise" their hand and/or electronically send a message requesting the floor.
- E. 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.
- F. Recording of Meeting. The same Rules and Regulations applicable to recording meetings while present at the physical meeting location also apply to recording E-Meetings and Hybrid Meetings.
- G. Voting. Voting at Board and Committee Meetings will be by voice vote or by audible roll call unless a different method is approved by majority vote of the Board (or Committee) or as allowed by law.
- H. 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 E-meeting rooms to temporarily place persons until authorization is confirmed. If requested, 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 chair may remove that individual from the meeting.

PENN FOREST PLACE HOMEOWNERS ASSOCIATION, INC.

RESOLUTION ACTION RECORD

Resolution Type: Administrative No. 2021-1

Pertaining to: Guidelines for Providing Notice and Conducting Board/Committee Meetings Electronically

Duly adopted at a meeting of the Board of Directors of the Penn Forest Place Homeowners Association, Inc. held on July 27, 2021.

Motion by: Charles Spencer Seconded by: Beth Dudley.

VOTE:

	YES	NO	ABSTAIN	ABSENT
<u>Beth Dudley</u> , Director	✓			
<u>Don Beckner</u> , Director	✓			
<u>Gail H. Albert</u> , Director	✓			
<u>Charles R. Spencer</u> , Director	✓			
<u> </u> , Director				

ATTEST:

Gail H. Albert
Secretary

July 27, 2021
Date

Resolution effective: August 1, 2021