

BOXWOOD GREEN HOMEOWNERS' ASSOCIATION, INC. POLICY RESOLUTION NO. 24-01

Virtual Meeting and Electronic Voting Procedures

WHEREAS, Article III Section 3.1 of the By-Laws of the Boxwood Green Homeowners' Association, Inc. (the "Association") states that the Association's Board of Directors shall have all the powers and duties for the administration of the affairs of the Association and may do all such acts and things as permitted by law or the Bylaws.

WHEREAS, Article III, Section 3.1 (e) of the Association's By-Law empowers the Association's Board of Directors to make and amend rules and regulations relating to the Association's affairs; and,

WHEREAS, Article III, Section 3.1 (f) of the Association's By-Laws empowers the Association's Board of Directors to do such other things and acts not inconsistent with the law, the Declaration, or these By-Laws which the Board may be authorized to do by a resolution of the Association.

WHEREAS, Article II, Section 2.6 of the Association's By-Laws recognize a Member's right to vote at the Association's meetings; and,

WHEREAS, Article II, Section 2.7 of the Association's By-Laws states that a Member may vote in person or by proxy; and,

WHEREAS Virginia Code § 55.1-1832 (A) recognizes votes by electronic means unless the Association's Declaration expressly prohibit such votes; and

WHEREAS the Association's Declaration does not expressly prohibit electronic voting; and,

WHEREAS Virginia Code § 55.1-1832 (D) 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 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. If the vote, consent, or approval is required to be obtained by secret ballot, the electronic means shall protect the identity of the voter. If the electronic means cannot protect the identity of the voter, another means of voting shall be used; and

WHEREAS Virginia Code § 55.1-1832 (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. Such guidelines shall 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. The board of directors shall determine whether any such meeting may be held entirely or partially by electronic means; and

WHEREAS Virginia Code § 55.1-1800 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 Members who are eligible to vote or submit proxies at meetings of the Members 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 from time to time, which service shall be the exclusive method by which Members may submit votes and proxies electronically for the time period during which the service is engaged.
3. In order to participate in the electronic voting and proxy service engaged by the Board of Directors, a Member 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 Member. Such information may include, but is not limited to, the Member's name, email address, and any other necessary identifying information, as determined by the Board of Directors, to authenticate a vote or proxy submitted by a Member.
4. The electronic submission of a vote or proxy in accordance with this Policy shall be deemed to be by written ballot, or by signed and dated proxy as required by the Association's By-Laws. Electronic signatures shall be valid.
5. Electronic voting is an alternative form of voting that Members may elect to use. Nothing in this Resolution shall prevent a Member from voting in person or through a written proxy as set forth in the governing documents.
6. Except as expressly set forth herein, this Policy does not otherwise alter the voting and proxy eligibility requirements of the Association's governing documents or Virginia law.
7. Members voting by absentee ballot 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 Member 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 Member'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. Members 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 a Member who is entitled to participate in the electronic meeting is prevented from doing so due to circumstances not of the Member's making, then the meeting chair is to ensure that all efforts are made to allow the Member to participate.
4. The Board of Directors shall determine whether any such meeting may be held entirely or partially by electronic means.

Effective Date.

This Resolution shall be effective on October 1, 2024

Certification of Adoption

I hereby certify that the foregoing Resolution was adopted by the Board of Directors on September 5, 2024, at a duly called Board Meeting at which a quorum was present.

Peg Mendenhall, Secretary