

**LOFT RIDGE HOMEOWNERS' ASSOCIATION**

**ADMINISTRATIVE RESOLUTION No. 40**

**ANNUAL MEETING PROCEDURES**

WHEREAS, Article VII, Section 1(c) of the Bylaws of the Loft Ridge Homeowners' Association ("Association") authorizes the Association's Board of Directors ("Board") to exercise on behalf of the Association powers and duties of the Association as required by the Declaration, Bylaws, Articles of Incorporation, or applicable law;

WHEREAS, Article III, Section 3 of the Bylaws of the Association provides that the Annual Meeting must be held at a "place" to be determined by the Board;

WHEREAS, Section 13.1-844.2 of the Virginia Nonstock Corporation Act provides that members of the corporation may participate in meetings of the members by means of remote communication to the extent the board of directors authorizes said participation and adopts related guidelines and procedures for remote participation;

WHEREAS, in response to the public health threat posed by the COVID-19 virus, the Board deems it necessary to establish appropriate procedures for holding an Annual Meeting of the Membership in a safe but effective and all-inclusive manner; and

NOW, THEREFORE, BE IT RESOLVED that the Board shall adopt the following process for holding an Annual 2021 Meeting:

- I. Remote Attendance. The Annual Meeting and election of Board members will, as a practical matter, be held primarily in a virtual manner with the usage of Zoom, GoogleMeet (or other electronic platform), with all Association Members wishing to attend remotely being able to participate, hear and be heard at the Meeting in real time.
- II. Proxy Attendance as Option. Owners participating remotely may submit proxy forms prior to the Meeting appointing a person to serve as a proxy who will be physically present at the Meeting, provided however that if an Owner also attends the Meeting via GoogleMeet, Zoom (or other electronic platform), they shall be deemed as present and able to vote on any matters for which they have not provided voting instructions on their submitted proxy form.
- III. Physical Attendance for Those Without Virtual Ability. Prior to the Meeting, the Board will notify members that those who need to attend in person (due to inability to connect virtually) may attend physically, with the goal of having as few persons as possible in physical attendance to reduce the threat of spreading the COVID19 virus. Those physically attending the meeting must wear masks and observe physical distancing (of six feet) from other attendees.
- IV. Proxy Instruction Options. Proxies will follow the instructions of the Owner they represent, with Owners instructing their proxy via the proxy form or in real time by electronic communication (through the video conference platform or otherwise). Proxy Forms will be revised to provide for this "hybrid" voting method.

- V. Confirmation of Member Identity. The Association, with the assistance of management, will ensure that the login and virtual attendance protocols are sufficiently secure, and that the Association is able to verify that the persons participating remotely are the member (or the member's proxy).
- VI. Voting. Voting will be undertaken through the submission of the Proxy Form (with instructions from the member) or through paper ballot for those attending the Meeting in person or by members remotely indicating their vote on the electronic platform. For any issues that arise during the Meeting for which the proxy form has no instruction, a Member attending remotely may vote through the electronic platform or alternatively via any appropriate "real time" instruction method to their proxy.

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Action Record Pertaining To: Annual Meeting Process

Motion by: Erika Wheeler

Seconded by: Eric Naide

VOTE:

	YES	NO	ABSTAIN	ABSENT
<u>Erika Wheeler</u> Director	✓	—	—	—
<u>Michelle Hall</u> Director	✓	—	—	—
<u>Eric Naide</u> Director	✓	—	—	—
<u>C. P. Rogers</u> Director	✓	—	—	—
<u>David Whitt</u> Director	✓	—	—	—
<u>Rachael C. Roach</u> Director	✓	—	—	—

ATTEST:

Michelle Hall  
Secretary

26 Apr 2021  
Date

Resolution effective: May 1 \_\_\_\_\_, 2021.