

# LOFT RIDGE HOMEOWNERS' ASSOCIATION

## ADMINISTRATIVE RESOLUTION No. 41

### 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 a virtual Annual Meeting:

- I. Annual Meeting Location. The Annual Meeting and election of Board members will, as a practical matter, be held in a virtual manner with the usage of Zoom, GoogleMeet (or other electronic platform), with all Association Members being able to participate, hear and be heard at the Meeting in real time. There will be no physical meeting location and the location of the meeting will be virtual.
- 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. 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.
- IV. 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).

- V. **Voting.** Voting will be undertaken through the submission of the Proxy Form (with instructions from the member) or through paper ballot for those unable to vote by electronic means 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: Muthukumar Narayanaswamy Seconded by: Richard Crouch  
VOTE: YES YES

	YES	NO	ABSTAIN	ABSENT
<u>Muthukumar Narayanaswamy</u> Director <small>Digitally signed by Muthukumar Narayanaswamy Date: 2022.04.20 09:52:51 -04'00'</small>	<input checked="" type="checkbox"/>	_____	_____	_____
<u>Jenna L. Radford</u> Director <small>Digitally signed by Jenna L. Radford Date: 2022.04.20 10:03:11 -04'00'</small>	<input checked="" type="checkbox"/>	_____	_____	_____
<u>Eileen Wheeler</u> Director	<input checked="" type="checkbox"/>	_____	_____	_____
<u>Cory M.</u> Director	<input checked="" type="checkbox"/>	_____	_____	_____
<u>C. Koltunbader</u> Director	<input checked="" type="checkbox"/>	_____	_____	_____

Resolution effective: April 22, 2022.