

UNANIMOUS CONSENT OF THE  
BOARD OF DIRECTORS OF  
SUNSET HILLS TOWNS COMMUNITY ASSOCIATION, INC.  
IN LIEU OF MEETING

ELECTRONIC MEETING & VOTING POLICY

The undersigned, being all of the members of the Board of Directors (the “Board”) of Sunset Hills Towns Community Association, Inc., a Virginia non-stock corporation (the “Association”), pursuant to Section 13.1-865 of the Code of Virginia (1950), as amended (the “Code”), do hereby unanimously take and adopt the following actions, in writing, without a meeting:

WHEREAS, §55.1-1832.F. of the Virginia Property Owners’ Association Act, Va. Code §55.1-1800, et seq, as amended effective July 1, 2021 (“POA Act”), provides that any meeting of the Association, the Board of Directors, or any committee may be held entirely or partially by electronic means if the Board of Directors has adopted guidelines for the use of electronic means for such meetings, and that such guidelines shall ensure that the 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, §55.1-1815.H. of the POA Act provides that a Member of the Association may vote by electronic means at meetings of the Members provided that the Board of Directors has adopted guidelines for voting by electronic means.

WHEREAS, the Board of Directors of the Association desires to adopt a policy to establish guidelines for holding Member, Board, and committee meetings entirely or partially by electronic means and for voting at such meetings by electronic means and/or by absentee ballot.

**NOW THEREFORE, IT IS:**

RESOLVED, that the following policies and procedures shall apply to meetings of the Association that, in the Board’s discretion, are held entirely or partially by electronic means, and to votes conducted by the Association, the Board, or any committee of the Association:

1. Any meeting of the Members of the Association, the Board, or any committee of the Association may be held either entirely or partially by electronic means. Electronic means may include teleconference, videoconference, Internet exchange, or other electronic means. For the purposes of this policy, any meeting held by electronic means shall be referred to as a “Virtual Meeting.”

2. Virtual Meetings shall be open to Members of the Association, members of the Board, the Association’s managing agent, and any other guests or attendees who are invited by the Board to attend or to assist with the meeting or the operation of the Association.

Members shall not share access information for the Virtual Meeting with non-Members who are not entitled to attend the meeting.

3. Access information for joining Virtual Meetings shall be provided, as applicable, to Members of the Association, members of the Board, members of the committee that is meeting, and/or to invited attendees by email, by posting on the Association's website, or in some other manner reasonably calculated to be available to those persons entitled to notice of the meeting at least twenty-four (24) hours in advance of the meeting start time.

4. Notice of the meeting must also be sent in advance of each Virtual Meeting as required by the Bylaws and applicable law and in compliance with the notice deadlines set forth in the Bylaws and applicable law. Notice may be given by email or other electronic means if consented to by the Member to whom the notice is given, provided that, if such electronic mail is returned as undeliverable, notice is subsequently sent by U.S. mail.

5. When possible, Members should use their name, as it appears on the Association's membership list, as their screen name or attendee name. If this is not possible, attendees whose identity cannot be ascertained by their screen name or other login information available to the meeting host should identify themselves at the start of the meeting so that their membership in the Association and right to attend the meeting can be confirmed. At any time during a Virtual Meeting, the meeting host, Association President, or other person presiding over the meeting may request that one or more attendees whose identity cannot be ascertained identify themselves and any person who fails to identify themselves when requested may be disconnected from the Virtual Meeting.

6. Meetings that are held entirely virtually shall be held using an electronic platform that allows members the option to join by computer. The platform used for the Virtual Meeting should allow all Members to generally hear the person speaking.

7. As with a meeting held in person at a designated location, the President or other appropriate officer shall preside over the meeting. To avoid unnecessary interruptions and distractions, persons who are not speaking should mute themselves or may be muted by the host. A time period shall be provided during each Virtual Meeting to allow Members to speak on any item of Association business (at a regular Board meeting) or any item on the agenda (at a special Board meeting). The President or Board may impose a reasonable limit on the amount of time each Member may speak during this "Member voice" time period so long as such time limit is imposed consistently as to all Members wishing to speak. Members shall avoid statements that are threatening, vulgar, offensive, defamatory, unrelated to Association business, or otherwise inappropriate for the forum and, if feasible given the platform utilized for the Virtual Meeting, may be muted by the host for failure to comply with this requirement.

8. Voting at Virtual Meetings of the Board or any committee shall require a motion, second, and a vote of those directors or committee members present that is reflected in the meeting minutes as would normally be required for in person meetings.


9. At meetings of the Members, whether in person or virtual, Members may vote in person, by proxy, or by absentee ballot. Such voting may take place by electronic means, which may include submitting votes by electronic mail in advance of the meeting, voting through the platform used to host the Virtual Meeting, voting through some other platform that allows for electronic voting either in advance of the meeting or during the meeting, or any other means permitted by the Board in its discretion so long as the means used creates a record that may be retrieved and reviewed by the Association or its managing agent following the meeting. Members voting by absentee ballot or proxy shall be deemed to be present at the meeting for all purposes. If a vote is required to be by secret ballot (i.e. for election of directors), the means of voting utilized shall protect the identity of the voter or some other option shall be provided to allow Members to cast a secret ballot.

10. If any Member does not have the capability or desire to conduct business using electronic means (whether it be voting or participating in the meeting), the Association shall make a reasonable alternative available to such Member.

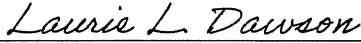
Effective Date: July 1, 2021

DIRECTORS

DATE OF EXECUTION

  
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David S. Rudiger

6/30/21  
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Laurie L. Dawson

6/30/21  
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Spencer Custis

7/6/21  
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