

**FAIRLINGTON MEADOWS CONDOMINIUM COUNCIL OF CO-OWNERS
ADMINISTRATIVE RESOLUTION NO. 20-01**

(Procedures Relating to Virtual Annual Meeting and Election of Directors)

WHEREAS, Article III, Section 2 of the Fairlington Meadows Council of Co-Owners Bylaws provides that the election of the Board must occur at the annual meeting of the Association; and

WHEREAS, Section 55.1-1935 of the Condominium Act provides that unless the condominium instruments expressly provide otherwise, any notice required to be sent or received, or any signature, vote, consent or approval required to be obtained under any condominium instrument or the Condominium Act may be accomplished using electronic means and that the Association and Unit Owners may perform any obligation or exercise any right under any condominium instrument or any provision of the Condominium Act by use of electronic means; and

WHEREAS, Section 55.1-1935 of the Condominium Act further provides that voting, consent to, and approval of any matter may be accomplished 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; and

WHEREAS, Section 55.1-1935 of the Condominium Act further provides that if any person does not have the capability or desire to conduct business using electronic means, the Association shall make a reasonable accommodation, at its expense, for such person to conduct business with the Association without use of such electronic means; and

WHEREAS, Section 55.1-1953 of the Condominium Act provides that to the extent the condominium instruments or rules and regulations expressly so provide, a vote or proxy may be submitted by electronic means, provided that any such electronic means shall either set forth or be submitted with information form which it can be determined that the electronic means was authorized by the Unit Owner or the Unit Owner's proxy; and

WHEREAS, historically the annual meeting of the Council took place in-person, however, in light of the global pandemic referred to as COVID-19 and the Virginia Governor's Executive Orders in effect as of the date of adoption of this Resolution, the Board of Directors has decided to implement unique elections and meeting procedures applicable only to the 2020 and 2021 annual meeting and election, subject to any decisions to repeal these procedures before the applicable meetings and elections; and

WHEREAS, the Board has determined that it is in the best interest of the Association to hold the annual meeting of the Association virtually, to submit proxy ballots virtually, and to vote virtually in accordance with the Condominium Instruments and the Condominium Act.

NOW, THEREFORE, IT IS HEREBY RESOLVED THAT the Board duly adopts the

following rules and policies:

I. Nominations

- A. A call for candidates will be mailed prior to the notice of the annual meeting. Anyone interested in serving on the Board of Directors may submit their candidacy for consideration by the members.
- B. All candidacy statements must be received by the date and time and in the format specified in the call for candidates or any subsequent deadline if extended by the Board. Candidates who timely submit their statements and otherwise qualify will have their statements mailed with the notice of the annual meeting and their names placed on the proxy ballot. Late submissions will not be accepted.
- C. Nominations will not be taken from the floor at the meeting as neither the Bylaws nor the Condominium Act require that nominations be taken from the floor.

II. Annual Meeting Location

- A. The Board of Directors shall determine the virtual place for the annual meeting by way of a virtual platform, which enables sound and video conferencing. The notice of the annual meeting will advise Unit Owners of the means and methods for participating in the meeting electronically. The platform will allow all Unit Owners to hear the proceedings, substantially concurrent with the proceedings.
- B. Unit Owners will be required to validate their ownership before being able to attend the meeting. Validation procedures will include a registration requirement through the platform and identification of the attendee which matches the name of at least one owner of record of a Unit on the related deed.
- C. There will be no physical meeting location and the location of the meeting will be virtual. These Orders, coupled with the difficulty of securing a physical location other than an individual residence during the pandemic, make it impossible for the Association to offer an accommodation under Section 55.1-1935 of the Condominium Act for members who cannot or do not wish to participate by electronic means.

III. Proxy Ballots

- A. An official proxy ballot of the Association shall be mailed to each Unit Owner. The proxy form shall be for the purpose of designating a specific person to appear on the designating Unit Owner's behalf at the Annual Meeting, in order to establish quorum.
- B. The official proxy ballots for the Council shall designate Frona Adelson, who is an officer of the Board who is not running for election, and shall be instructed only, meaning

designated how the votes for that Unit must be cast in the election, or shall be counted for quorum purposes only. The Council's proxy ballot shall not be uninstructed, meaning, permitted the proxy holder to vote as he or she sees fit.

- C. The proxy ballots must be submitted in accordance with the instructions set forth in the notice of annual meeting. The notice of annual meeting will include information on the chosen platform, how to submit proxy ballots, how to vote electronically, and the deadline for submission.
- D. Delivery of a proxy ballot to the Council may be by electronic means (a voting platform, see Section IV below or via email to the Council) or paper form. A deadline for submission of the proxy ballot shall be set forth in the meeting notice and will be before the commencement of the annual meeting. Submission of proxy ballots submitted electronically shall conform to the requirements of Section IV below.
- E. The notice of annual meeting will also include proxy instructions clarifying who may serve as a proxy, the formalities required for a valid proxy, and the timing in which the proxy must be received in order to be counted.
- F. Because there will not be any nominations taken from the floor at the annual meeting, there will be no uninstructed proxies (i.e. a proxy where the Unit Owner authorizes their proxy to vote how they see fit without the Unit Owner's input). Proxies will only count towards quorum or be an instructed proxy (i.e. the Unit Owner directs the proxy how to cast their vote).
- G. Unit Owners submitting electronic proxies will be required to validate their ownership. Validation procedures will depend on the platform used but may include unique voting codes or other identifying features to ensure that the person participating is a Unit Owner.

IV. Electronic Live Voting And Results of Election

- A. The Council shall make available to all Unit Owners an electronic voting platform, which shall serve to receive proxy designations and votes for the election of directors. Instructions on usage of the voting platform shall be included in the annual meeting notice.
- B. Candidates who submit nominations by the deadline stated in the Call for Candidates, shall be noted on the electronic voting platform. A candidate who does not submit for nomination by the deadline in the notice will not be placed on the electronic voting platform (or the proxy ballot).
- C. The voting platform will be open prior to the time the meeting is called to order and will close before or when the meeting is adjourned.
- D. Unit Owners and proxy holders submitting electronic votes/proxy ballots will be required to validate their ownership. Validation procedures will depend on the platform used but

may include unique voting codes or other identifying features to ensure that the person voting is a Unit Owner.

V. Quorum

- A. The presence of any Unit Owner or proxy attending the meeting virtually will be counted as being present for purposes of quorum.
- B. If quorum is established at the commencement of the Annual Meeting, quorum will be deemed present throughout the meeting even if a Unit Owner or proxy leaves the virtual meeting once the meeting is called to order.

VII. Miscellaneous

- A. All virtual platforms used by the Association will be capable of creating a record maintainable by the Association as evidence of such Owner's vote, proxy, and attendance. Paper votes and proxy ballots will also be maintained by the Association.
- B. This Resolution shall be applicable and effective only for the 2020 and 2021 Annual Meetings and elections, subject to any decision of the Board to repeal the procedures before the meetings/elections occur.

This Resolution was adopted this 16th day Sept, 2020, by the Board of Directors.

FAIRLINGTON MEADOWS COUNCIL OF CO-OWNERS

By: 
President