

**RIDGEWOOD CLUSTER ASSOCIATION  
POLICY RESOLUTION NO. 21- 1**

**Virtual Meeting and Electronic Voting Procedures**

**WHEREAS**, Article 4 of the Articles of Incorporation of Ridgewood Cluster Association (“Articles”) vests the management of the affairs of the Association in the Board of Directors, and Article 3(d) of the Articles provides the Board of Directors may make regulations as it deems advisable for any meeting of members; and,

**WHEREAS**, Article IV, Section 1 of the Bylaws of Ridgewood Cluster Association (“Bylaws”) states the Board of Directors shall manage the affairs of the Association; and,

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

**WHEREAS**, the Association does not have a Declaration that expressly prohibits electronic voting; and,

**WHEREAS**, Virginia Code § 55.1-1832(D) provides that a member may vote on, consent to or approve any matter 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**, Virginia Code § 55.1-1832(F) provides that any meeting of the Association, the board and committees may be held entirely or partially by electronic means, provided that the board adopts guidelines for the use of electronic means for such meetings that 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; and,

**WHEREAS**, Virginia Code § 55.1-1800 defines meetings 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 Owners who are eligible to vote or submit proxies at meetings of the Association 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 (“Election Services Provider”) from time to time, which service shall be the exclusive method by which Owners may submit votes and proxies electronically for the time period during which the service is engaged. The Election Services Provider may serve as the Inspector of Elections.

3. In order to participate in the electronic voting and proxy service engaged by the Board of Directors, an Owner 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 Owner. Such information may include, but is not limited to, the Owner’s name, email address, street address, and any other necessary identifying information, as determined by the Board of Directors, to authenticate a vote or proxy submitted by an Owner.

4. The electronic submission of a vote or proxy in accordance with this Policy shall be deemed to be by written ballot, absentee ballot or by signed and dated proxy as required by the Association’s Governing Documents. Electronic signatures shall be valid.

5. Electronic voting is an alternative form of voting that Owners may elect to use. Nothing in this Resolution shall prevent an Owner from voting in person, written absentee ballot (when authorized by the Board of Directors) or through a written proxy as set forth in the Virginia Property Owners’ Association Act.

6. Except as expressly set forth herein, this Policy does not otherwise alter the voting and proxy eligibility requirements of Virginia law.

7. Members voting by absentee ballot or proxy, whether electronically or otherwise, 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, an Owner must provide the Board of Directors with adequate identifying information to enable the Board of Directors, committee members or designated Inspectors of Election, to determine that the individual is authorized to attend the meeting. Such information may include, but is not limited to, the Owner’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. Owners attending any meeting via electronic means shall have the ability to hear all attendees, to be heard by all attendees, and to participate in the meeting. If an Owner who is entitled to participate in the electronic meeting is prevented from doing so due to circumstances not of the Owner's making, then the meeting chair is to ensure that all efforts are made to enable the Owner to participate.

4. The Board of Directors shall determine whether any meeting shall be held electronically and, if so, whether such meeting may be held entirely or partially by electronic means.


**C. Effective Date.**

This Resolution shall be effective upon adoption by the Board of Directors.

I hereby certify that the foregoing was adopted on the 21<sup>st</sup> day of October, 2021.

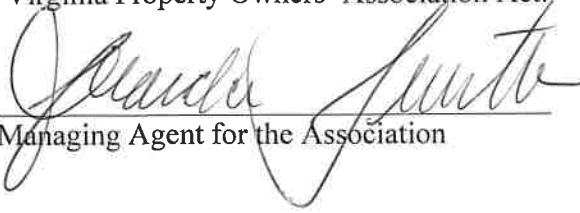
**RIDGEWOOD CLUSTER ASSOCIATION**

By:  1/23/2023  
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\_\_\_\_\_  
President

By:   
\_\_\_\_\_  
Secretary

**Certificate of Posting of Rules and Regulations**

I, Amanda Smith, Property Manager for the Ridgewood Cluster Association, hereby certify that copies of this Resolution were reasonably published or distributed throughout the development in accordance with Section 55.1-1819(A) of the Virginia Property Owners' Association Act.

  
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Managing Agent for the Association