

REFLECTION HOMES ASSOCIATION

ADMINISTRATIVE RESOLUTION No. 01-2020 ANNUAL MEETING PROCEDURES

WHEREAS, Article VII, Section 1(c) of the Bylaws of the Reflection Homes Association ("Association") authorizes the Association's Board of Directors ("Board") to exercise on behalf of the Association the powers, duties and authority vested in or delegated to the Association and not reserved to the membership by other provisions of the Bylaws, the Articles of Incorporation, or the Declaration;

WHEREAS, Article III, Section 3 of the Bylaws of the Association provides that the notice of the Annual Meeting must specify the "place" of the meeting;

WHEREAS, Article V, Section 2 of the Bylaws provides that the election to the Board of Directors shall be by secret written ballot;

WHEREAS, the Board of Directors of the Association has previously adopted Policy Resolution 2018-2 relating to elections procedures;

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 2020 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 COVID-19 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 email from the Owner to the proxyholder to comply with the secret ballot requirement of Article V, Section 2 of the Bylaws). 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, except that voting for election to the Board of Directors must be by secret ballot through paper ballot through the owners' proxies or from those attending the Meeting in person. 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.
- VII. This Resolution pertaining to the Annual Meeting Procedures for 2020 does not affect the validity or effect of Policy Resolution 2018-2 relating to elections procedures. To the extent this Resolution conflicts with Policy Resolution 2018-2, the provisions of this Resolution shall control.

MPA

REFLECTION HOMES ASSOCIATION

ADMINISTRATIVE RESOLUTION NO. 01-2020


Action Record Pertaining To: Annual Meeting Process

Motion by: President
VOTE:

Seconded by: Vice President

	YES	NO	ABSTAIN	ABSENT
<u>Colleen Ward</u> President	<u>X</u>	<u> </u>	<u> </u>	<u> </u>
<u>Mike Olson</u> Vice President	<u>X</u>	<u> </u>	<u> </u>	<u> </u>
<u>Michael Hamiary</u> Director at Large	<u>X</u>	<u> </u>	<u> </u>	<u> </u>
<u>Willie Himenez</u> Treasurer	<u> </u>	<u> </u>	<u> </u>	<u>X</u>
<u>Nathan Haslim</u> Secretary	<u>X</u>	<u> </u>	<u> </u>	<u> </u>

ATTEST:


Secretary

16-OCT-2020
Date

Resolution effective: 22-Sept-2020, 2020.

MD5: **a6865f818e2f47b5e1c95311fa22a65b**