

FAIRLINGTON GLEN CONDOMINIUM

ADMINISTRATIVE RESOLUTION NO. 20- 1

(Procedures Relating to Virtual Annual Meetings)

WHEREAS, Article IV, Section 2 of the Bylaws of the Fairlington Glen Condominium (“Council”) assigns to the Board of Directors (“Board”) the powers and duties necessary for the administration of the affairs of the Council and may do all such acts and things as are not by law, or the Bylaws directed to be exercised and done by the co-owners; and

WHEREAS, Article III, Section 2 of the Bylaws provides that the Council shall hold an annual meeting on a date, time and place designated by the Board; and

WHEREAS, Article II, Section 4 of the Bylaws provides that votes may, if provided for in the notice of the meeting, be taken through mailed ballot and by electronic means; and

WHEREAS, Section 55.1-1935 of the Virginia Condominium Act (“Condominium Act”) provides that any vote may be accomplished using electronic means; 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 Council shall make a reasonable accommodation, at its expense, for such person to conduct business with the Council without use of such electronic means; and

WHEREAS, the Board has determined that it is in the best interest of the Council to hold the annual meeting of the Council virtually given the Governor’s Executive Orders, to submit proxy/ballots virtually in accordance with the governing documents 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. In accordance with the Bylaws, only eligible co-owners may serve on the Board.
- 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 and ballot. Late submissions will not be accepted. No nominations “from the floor” will be permitted.

II. Annual Meeting Location

- A. The Board of Directors shall determine the virtual place for the annual meeting by way of a virtual platform, conference call number or one or more other electronic means. The notice of the annual meeting will advise co-owners of the means and methods for participating in the meeting electronically. The platform will allow all co-owners to hear the proceedings, substantially concurrent with the proceedings.
- B. Co-owners may be required to validate their ownership before being able to attend the meeting. 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 co-owner or a co-owner's proxy.
- C. The meeting location will be virtual; however, an opportunity to submit paper ballots and proxies will be provided to those who do not wish to use electronic means for voting. The notice of annual meeting will detail the proxy/ballot requirements.

III. Agenda

- A. The order of business shall be (a) Proof of notice of meeting or waiver of notice; (b) Reading of minutes of preceding meeting; (c) Reports of officers; (d) Reports of Committees (if any); (e) Announcement of election results; (f) owner forum.
- B. The order of business will remain the same except that the appointment of inspectors of election shall be deemed satisfied by (1) the use of the electronic platform selected by the Board to track the electronic votes and proxies; and (2) the delegation to the Managing Agent or other person determined by the Board to collect any paper proxies and ballots.

IV. Proxies

- A. Proxies 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 proxies, and the deadline for submission. Delivery of a proxy may be by electronic means or paper form.
- B. 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. No votes will take place at the meeting.
- C. The Board reserves the right to designate any officer of the Board to be a default proxy should a co-owner fail or choose not to appoint a specific person as their proxy.
- D. Co-owners submitting electronic proxies may 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 co-owner.

V. Quorum

- A. Quorum is achieved by the presence in person or proxy of co-owners representing at least 25% of the total number of votes in accordance with the percentages assigned in the Master Deed. The electronic vote ballot of any co-owner will be counted as being present for purposes of quorum even if the co-owner does not virtually attend the annual meeting.
- B. In accordance with Section 55.1-1952 of the Condominium Act, a quorum shall be deemed to be present throughout any meeting of the Council until adjourned if persons entitled to cast more than 34% of the votes are present at the beginning of such meeting. Accordingly, quorum will be deemed present throughout the meeting even if a co-owner or proxy leaves the virtual meeting once the meeting is called to order.
- C. In the event quorum is not met, a majority of those co-owners present in person or proxy may adjourn the meeting to a time not less than seven (7) days from the time the original meeting was called.

VI. Voting

- A. The notice of annual meeting will include information on the chosen platform, how to cast votes, and the duration of the voting period. Any co-owner who cannot vote by electronic means may contact the Managing Agent for a paper proxy/ballot but such proxy/ballot must be received by the date specified in the notice.
- B. Voting for directors will be open prior to the time the meeting is called to order and will be closed by the deadline by 2p.m. on the day of the meeting or as otherwise noted in the notice of meeting. The results of the election will be announced at the meeting.
- C. Co-owners and proxy holders submitting electronic votes may 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 co-owner or a co-owner's proxy.

This Resolution was adopted this 6th day October, 2020, by the Board of Directors.

FAIRLINGTON GLEN CONDOMINIUM

DocuSigned by:
By: Charlie Robbins
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Charles Robbins, President

RESOLUTION ACTION RECORD

**FAIRLINGTON GLEN CONDOMINIUM
ADMINISTRATIVE RESOLUTION NO. 20- 1**

(Procedures Relating to Virtual Annual Meetings)


Duly ratified and adopted at a meeting of the Board of Directors held October 14, 2020.

Motion by: Maynard Dixon

Seconded by: Jeremy Wiedemann

VOTE:	YES	NO	ABSTAIN	ABSENT
Charles Robbins, President	<u> X </u>	_____	_____	_____
William Layer, Vice President	_____	_____	_____	<u> X </u>
Maynard Dixon, Treasurer	<u> X </u>	_____	_____	_____
Jeremy Wiedemann, Secretary	<u> X </u>	_____	_____	_____
TJ Doyle, Director	<u> X </u>	_____	_____	_____

ATTEST:

DocuSigned by:


Jeremy Wiedemann, Secretary

October 14, 2020
 Date

Resolution effective: October 6, 2020.