

**COUNTRYSIDE PROPRIETARY
ADMINISTRATIVE RESOLUTION NO. 283**

(Procedures Relating to Virtual Annual Meetings)

WHEREAS, Article VI, Section 7 of the Bylaws of the Countryside Proprietary (“Bylaws”) states that “The Board of Directors shall have all powers for the conduct of the affairs of the Proprietary which are enabled by law, the Declaration, and the Articles of Incorporation which are not specifically reserved to Members or the Declarant”; and;

WHEREAS, Article IV, Section 1 of the Bylaws provides: “The first annual meeting of the Members shall be held within one year from the date of incorporation of the Proprietary and each subsequent regular annual meeting of the Members shall be held on the same day of the same month of each year thereafter, at the hour of 8:00 PM. If the day for the annual meeting of the Members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday”; and

WHEREAS, Section 55.1-1832 of the Property Owners’ Association Act provides that unless the Declaration expressly provide otherwise, any notice required to be sent or received, or any signature, vote, consent or approval required to be obtained under any Declaration or the Property Owners’ Association Act may be accomplished using electronic means and that the Association and Owners may perform any obligation or exercise any right under any Declaration or any provision of the Property Owners’ Association Act by use of electronic means; and

WHEREAS, Section 55.1-1832 of the Property Owners’ Association 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 55.1-1832 of the Property Owners’ Association 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 13.1-844.2 of the Nonstock Corporation Act permits the Board of Directors to dictate that the annual meeting shall be held by means of remote communication provided that Articles of Incorporation or Bylaws do not require the annual meeting to be held at a place; and

WHEREAS, Section 13.1-844.2 of the Nonstock Corporation Act provides that if the Board so elects to hold an annual meeting remotely, the Members participating by means of remote communication shall be deemed present and may vote at such a meeting if the corporation has implemented reasonable measures to: (1) verify that each person participating remotely is a member or a member’s proxy; and, (2) provide such members a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members,

including an opportunity to read or hear the proceedings of the meeting, substantially concurrently with the annual meeting; and

WHEREAS, the Board has determined that it is in the best interest of the Association to comply with the Governor's Executive Orders to foster social distancing and avoid social gathering by holding the annual meeting of the Association virtually, for which owners shall submit proxies virtually, and for owners to vote virtually in accordance with the Property Owners' Association Act and Nonstock Corporation Act.

NOW, THEREFORE, IT IS HEREBY RESOLVED THAT the Board duly adopts the following rules and policies:

I. Election of Directors

The election of directors will be conducted solely by electronic means as provided in the Association's Resolution establishing procedures for the conduct of the election of directors through electronic means.

II. 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 and ballot. Late submissions will not be accepted.
- C. Nominations will not be taken from the floor of the annual meeting since the election of directors shall be conducted by electronic means outside of the annual meeting.

III. 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 Owners of the means and methods for participating in the meeting electronically. The platform will allow all Owners to hear the proceedings, substantially concurrent with the proceedings.
- B. Owners will 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 an Owner or an Owner's proxy.

- C. There will be no physical meeting location and the location of the meeting will be virtual.

IV. Agenda

The order of business shall be: (a) Roll call; (b) Proof of notice of meeting; (c) Reading of minutes of preceding meeting; (d) Reports of officers and Board of Directors; (e) Report of Management Agent, if any, and if present; (f) Reports of Committees; (g) announcement of election results; (i) unfinished business; (j) New business; and (k) Adjournment.

V. 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 if the member is unable to participate electronically.
- 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.
- C. Because there will not be any nominations taken from the floor at the annual meeting and the election of directors is to be conducted solely by electronic means, proxies shall be for quorum purposes only.
- D. The Board reserves the right to designate any officer of the Board to be a default proxy should an Owner fail or choose not to appoint a specific person as their proxy.
- E. 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 an Owner.

VI. Quorum

- A. Quorum is achieved if Owners entitled to cast at least fifty percent (50%) of the total number of votes are present, in person or by proxy, at the commencement of such meeting. The presence of any Owner or proxy attending the meeting virtually will be counted as being present for purposes of quorum. Accordingly, quorum will be deemed present throughout the meeting even if an Owner or proxy leaves the virtual meeting once the meeting is called to order.
- B. If quorum is not present, the Board shall: (1) have the discretion to conduct the agenda for the intended meeting in an unofficial manner; and, (2) announce to those present the results of the election of directors.

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 proxies will also be maintained by the Association.
- B. To the extent the provisions set forth herein conflict with Resolution 128, the provisions of this Administrative Resolution shall control.
- C. This resolution shall govern the 2020 election only; however, it may be extended by the Board in the even Virginia remains in a State of Emergency on September 1, 2021.

This Resolution was adopted this 4th day of November 2020, by the Board of Directors.

COUNTRYSIDE PROPRIETARY

By: David Barrie 11/17/2020
President David Barrie

[Signature] 11/17/2020
Secretary Kumar Sangaran