

**COUNTRYSIDE PROPRIETARY  
ADMINISTRATIVE RESOLUTION NO. 284**

(Procedures Relating to the Election of Directors)

**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**, in order to provide owners with the convenience of casting a vote for the election of directors without the need to attend the annual meeting, the Board of Directors believes it is in the best interest of the Association to conduct the election of directors electronically in lieu of hold such an election within the annual meeting.

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

**I. Election of Directors**

- A. The election of directors will be conducted solely by electronic means, as is permitted under Section 55.1-1832 of the Property Owners' Association Act. All votes will be cast through an electronic voting platform except for those members who are unable to vote electronically, who can request and submit a paper ballot.
- B. The Board will designate an electronic platform for voting. The notice of annual meeting will include information on the chosen platform, how to cast votes, and the duration of the voting period. Any Owner who cannot vote by electronic means may contact the Managing Agent for a paper ballot.
- C. The voting platform will be open 15 days prior to the annual meeting and will close 24 hours prior to the calling of the annual meeting to order. All paper ballots must be delivered to the Association's management office and received by the time voting on the electronic voting platform is closed.
- D. Owners submitting electronic votes will be required to validate their ownership. Validation procedures will depend on the platform used but will include unique voting codes or other identifying features to ensure that the person voting is an Owner. Paper ballots will also include identifying information to establish that the ballot is cast by an Owner.
- E. The results of the election will be announced at the annual meeting.

**II. 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.

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

COUNTRYSIDE PROPRIETARY

By: David Barrie 11/17/2020      UW 11/17/20  
President                                  David Barrie                                  Secretary                                  Kumar Sangaran