

PRINCE WILLIAM COUNTY CENTER OWNERS ASSOCIATION, INC.

RESOLUTION NO. 21- 01

(Procedures Relating to Holding Virtual Board and Committee Meetings)

WHEREAS, Article 4, Section 4.1 of the Bylaws vests the Board of Directors with all the powers and duties necessary for the administration of the affairs of the Association; and

WHEREAS, Section 55.1-1832(F) of the Property Owners Association Act states:

Any meeting of the association, the board of directors, or any committee may be held entirely or partially by electronic means, provided that the board of directors has adopted guidelines for the use of electronic means for such meetings. Such guidelines shall ensure that persons accessing such meetings are authorized to do so and that persons entitled to participate in such meetings have an opportunity to do so. The board of directors shall determine whether any such meeting may be held entirely or partially by electronic means.

WHEREAS, the Board has decided to implement the following guidelines for the use of electronic means for the holding of Board and Committee meetings conducted remotely.


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

- A. The Board of Directors may from time to time determine whether its meetings and/or its Committees shall be held entirely or partially by electronic means. A meeting conducted by electronic means includes a meeting conducted via teleconference, videoconference, internet exchange, or other electronic methods and any combination of the foregoing.
- B. All notices of Board and/or Committee meetings will advise Owners of the means and methods for participating in the meeting electronically and whether a physical meeting location will also be available.
- C. The virtual platform will allow all attendees to hear the proceedings, substantially concurrent with the proceedings and to comment, in accordance with any policies and rules governing participation in Board and Committee meetings.
- D. Virtual meetings of the Board and Committees are open only to Owners of record. Therefore, Owners will be required to validate their membership before being able to join any virtual meeting. Validation procedures may consist of requirements that require the Owner to pre-register for the virtual meeting, identify their name and address, or provide other forms of validation so the Board, Committee, or meeting host can determine whether the person is entitled to join the meeting. The host may exclude anyone who fails to identify themselves or is not entitled to join the meeting from joining the meeting.

- E. Board and Committee meetings are for the Board or Committee to discuss and act on the business matters listed on the agenda for that specific meeting, including any amendments to the agenda that occur at the meeting.
- F. During any meeting held by electronic means, those in attendance will be required to mute their microphone or other method of speaking once admitted to the meeting. The person presiding over the meeting may cause or direct the disconnection or muting of an attendee's connection if it causes undue interference with the meeting.
- G. The Board may adopt any other rules or regulations as appropriate for the efficient conduct of the virtual meeting such as determining whether to allow use of chat functions or other similar features available by the virtual platform.
- H. All attendees must inform the meeting host or chairperson whether they intend to record by audio and/or visual means any portion of the meeting before being admitted to the meeting. Once admitted, no person may record the meeting unless they notify the chairperson of their intent to do so prior to commencing the recording.
- I. Each attendee at a meeting held by electronic means is responsible for his or her audio and internet connections; no action shall be invalidated on the grounds that the loss of, or poor quality of, an attendee's individual connection prevented participation in the meeting.
- J. When the Board or Committee convenes to executive session, all other attendees will be moved to a virtual waiting room or otherwise removed from the electronic meeting platform for the duration of executive session. Attendees will be invited to return to the meeting after the Board or Committee exits executive session and reconvenes to the open portion of the meeting.
- K. Evidence of any vote, consent, or approval taken by the Board or Committee at a virtual or in-person meeting shall be reflected in the meeting minutes.

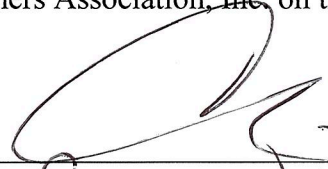
This Resolution was adopted this 16th day of August, 2021, by the Board of Directors.

**PRINCE WILLIAM COUNTY
CENTER OWNERS ASSOCIATION, INC.**

By: 
Name: Julia P. Brown
Title: President

FOR ASSOCIATION RECORDS

I hereby certify that a copy of the foregoing Resolution was published or distributed to the members of Prince William County Center Owners Association, Inc. on this 16th day of August, 2021.

By: 
Name: Carrie Wakefield
Title: Community Manager