



A Condominium

6402 ARLINGTON BOULEVARD, SUITE 700  
FALLS CHURCH, VIRGINIA 22042  
(703) 532-5005

October 15, 2021

Dear Water's Edge Unit Owners and Residents:

Attached for your information is a copy of Policy Resolution No. 2021-01 as adopted by the Water's Edge Board of Directors. This resolution provides for the continuation of virtual Board of Director and Committee meetings and sets forth procedures for voting at annual meetings that may be held virtually as well.

This Resolution is effective immediately. Please review it carefully and place it with your other Water's Edge governing documents.

Thank you.

Kelly Lang,  
Community Manager

**UNIT OWNERS ASSOCIATION OF WATER'S EDGE, A CONDOMINIUM**

**Administrative Resolution No. 2021-01**  
**(Virtual Meeting and Electronic Voting Procedure)**

**WHEREAS**, Article III, Section 5 of the Unit Owners Association of Water's Edge, a Condominium's ("Association") Bylaws ("Bylaws") provides that "[t]he Board of Directors shall have all of the powers and duties necessary for the administration of the affairs of the Condominium and may do all acts and things as are by the Condominium Act, the Declaration or these Bylaws directed to be done by the Unit Owners' Association;" and

**WHEREAS**, Article III, Section 5(f) of the Association's Bylaws states that the Board of Directors shall have the power to make and amend "Rules and Regulations respecting the use and enjoyment of the Condominium in accordance with the provisions of these Bylaws;" and,

**WHEREAS**, Article II, Section 10 of the Bylaws recognizes the Unit Owner's right to vote at the Association's meetings; and,

**WHEREAS**, Article II, Section 11 of the Bylaws states that a Unit Owner vote may be cast pursuant to a proxy duly executed by or on behalf of the Unit Owner and witnessed by a person who shall sign his or her full name and address; and,

**WHEREAS**, Va. Code Ann. § 55.1-1935(A) provides that any notice, signature, vote, consent or approval required to be obtained under the condominium instruments or the Virginia Condominium Act (Va. Code Ann. §§ 55.1-1900, *et seq.*)(the "Act") may be accomplished by electronic means unless expressly prohibited in the association's condominium instruments; and

**WHEREAS**, the Association's Condominium Instruments do not expressly prohibit electronic voting; and,

**WHEREAS**, Va. Code Ann. § 55.1-1953(E) provides that a Unit Owner may vote at a meeting of the Association in person, by proxy, or by absentee ballot by electronic means, provided that the Board has adopted guidelines for such voting by electronic means; and,

**WHEREAS**, Va. Code Ann. § 55.1-1935(F) provides that at any meeting of the membership, Board, and committees may be held entirely or partially by electronic means, provided that the Board adopts guidelines for the use of electronic means for such meetings that ensure that persons accessing such meetings are authorized to do so and persons entitled to participate in such meetings have an opportunity to do so; and,

**WHEREAS**, Va. Code Ann. § 55.1-1900 defines a meeting conducted by electronic means as those that are conducted via teleconference, videoconference, Internet exchange, or other electronic methods; and,

**WHEREAS**, the Association's Board has determined that it is in the best interests of the Association to recognize voting, including but not limited to proxy voting, be conducted via

electronic transmission and to allow all Association meetings to be held by electronic means in accordance with the following procedures and policy.

**NOW THEREFORE**, be it resolved, that the following policy is hereby adopted.

**A. Electronic Transmission of Votes and Proxies.**

1. Any votes or proxies submitted by Unit Owners who are eligible to vote or submit proxies at meetings of the Unit Owners may be submitted by electronic transmission in accordance with this Policy and as provided by the Board. Any witnesses to proxies may also execute and submit their signature to the proxy electronically.
2. The Board may engage an electronic voting and proxy service provider ("Election Services Provider") from time to time, which service shall be the exclusive method by which Unit Owners may submit votes and proxies electronically for the time period during which the service is engaged. The Election Service Provider may serve as the tellers appointed by the President or other Officer presiding over a meeting pursuant to Article II, Section 8 of the Bylaws.
3. In order to participate in the electronic voting and proxy service engaged by the Board, a Unit Owner must provide the Board with adequate identifying information to enable the Board to determine that the vote or proxy received by electronic transmission was authorized by the Unit Owner or the witness to the proxy. Such information may include, but is not limited to, the Unit Owner's name, email address, the last four digits of the Unit Owner's social security number, the witness's address and email address, and any other necessary identifying information, as determined by the Board, to authenticate a vote or proxy submitted by a Unit Owner.
4. To the extent that the Association's Condominium Instruments require votes to be submitted by written ballot or proxies to be signed and dated, the electronic submission of a vote or proxy in accordance with this Policy shall be deemed to be by written ballot, or by signed and dated proxy as required by the Association's Condominium Instruments.
5. Electronic voting is an alternative form of voting that Unit Owners may elect to use. Nothing in this Resolution shall prevent a Unit Owner from voting in person or through a written proxy as set forth in the Condominium Instruments or the Act.
6. Except as expressly set forth herein, this Policy does not otherwise alter the voting and proxy eligibility requirements of the Association's Condominium Instruments or Virginia law.
7. Unit Owners voting by proxy shall be deemed to be present at the meeting for all purposes.
8. If the vote, consent, or approval is required to be obtained by secret ballot, the electronic means shall protect the identity of the voter. If the electronic means cannot protect the identity of the voter, another means of voting shall be used.

**B. Meetings Held via Electronic Means.**

1. In order to participate in an Association meeting, Board meeting, or committee meeting held via electronic means, a Unit Owner must provide the Board with adequate identifying information to enable the Board or committee members to determine that the individual is authorized to attend the meeting. Such information may include, but is not limited to, the Unit Owner's name, email address, telephone number, and any other necessary identifying information to confirm the individual's authority to attend the meeting.

2. All meetings held via electronic means shall be held on a readily available platform. Instructions to access the meeting shall be provided in the meeting notice that is required to be provided to all Unit Owners. Instructions shall include a link to allow attendance via video conference or internet exchange, as well as the telephone number to allow meeting attendance via teleconference. Instructions shall include the meeting ID, any passwords required and any additional information required for access to the meeting.

3. Unit Owners attending any meeting via electronic means shall have the ability to hear all attendees and have the ability to be heard by all attendees or otherwise have the opportunity to participate in the meeting to the extent Unit Owners participation is allowed in such meeting. If a Unit Owner who is entitled to participate in the electronic meeting is prevented from doing so due to circumstances not of the Unit Owner's making, then the meeting chair is to ensure that all efforts are made to allow the Unit Owner to participate.

4. The Board shall determine whether any such meeting may be held entirely or partially by electronic means.

**C. Effective Date.**

This Resolution shall be effective on October 15, 2021.


**UNIT OWNERS ASSOCIATION OF WATER'S EDGE,  
A CONDOMINIUM**

DocuSigned by:  
By: Matt Salzer  
075415203F00430...  
President

DocuSigned by:  
By: Scott Gordon  
285073188074463...  
Secretary

**CERTIFICATE OF MAILING**

I certify that a copy of this Administrative Resolution No. 2021-71 was furnished to all Unit Owners via first class mail, prior to the Effective Date of the resolution on this 15th day of October, 2021.

  
Kelly Lang, Community Manager

UNIT OWNERS ASSOCIATION OF WATER'S EDGE, A CONDOMINIUM  
RESOLUTION ACTION RECORD

Resolution Type: Administrative No. 2021-01

Pertaining to: Virtual Meeting and Electronic Voting Procedure

Duly Adopted at a meeting of the Board of Directors held August 19, 2021

Motion By: Tony Stewart Seconded by: Jam McIntosh

VOTE:

DocuSigned by:	YES	NO	ABSTAIN	ABSENT
<u>Matt Salzer</u> Director	X			
<u>[Signature]</u> Director	X			
<u>[Signature]</u> Director	X			
<u>Scott Gordon</u> Director	X			
<u>[Signature]</u> Director	X			

ATTEST

DocuSigned by:  
Scott Gordon  
Secretary