

REFLECTION HOMES ASSOCIATION

POLICY RESOLUTION 2018-2

(Policy Relating to Elections Procedures)

WHEREAS, Article VII, Section 1 of the Bylaws of Reflection Homes Association charges the Board of Directors with the power to adopt and publish rules and regulations governing the use of the Common Area and facilities, the personal conduct of the members and their guests, and to exercise for the Association all power, duties and authority vested in or delegated to the Association; and

WHEREAS, Article III, Section I of the Declaration provides that every person who is a record owner of a lot is a member of the Association and entitled to vote according to class membership; and

WHEREAS, Article II, Section 1(b) of the Declaration authorizes the Association to suspend the voting rights and the right to use the recreational facility upon the common Area; and

WHEREAS, Article III, Section 4 of the Bylaws provides that the presence at the meeting of members entitled to cast, or of proxies entitled to cast, one tenth of the votes of each class of membership shall constitute a quorum for any action except as otherwise provided in the governing documents; and

WHEREAS, Article III, Section 5 of the Bylaws states that each member may vote in person or by proxy, and that such proxies be in writing and filed with the secretary; and

WHEREAS, Article IV, Section 2 of the Bylaws states that the Nominating committee can make as many nominations for election to the Board as is in its discretion, but not less than the number of vacancies to be filled; and

WHEREAS, Article V of the Bylaws further states that election to the Board of Directors shall be by secret written ballot and that the persons receiving the largest number of votes shall be elected; and

WHEREAS, Section 13.1-847 of the Virginia Non Stock Corporation Act expressly allows a member to appoint a proxy to vote on his or her behalf via electronic transmission to the Association; and

WHEREAS, Section 13.1-847.1(e) of the Nonstock Corporation Act states: "if authorized by the Board of Directors, any member vote may to be taken by written ballot may be satisfied by a ballot submitted by electronic transmission by the member or the member's proxy, provided that any such electronic transmission shall either set forth or be submitted with information from which it may be determined that the electronic transmission was authorized by the member or the member's proxy. A member who votes by ballot submitted by electronic

transmission is deemed present at the meeting of members;" and

WHEREAS Section 55-515.3(D) of the Virginia Property Owners' Association Act allows voting to be accomplished through an electronic means as it states: " Voting, consent to and approval of any matter under any declaration or bylaw provision of this chapter may be accomplished by electronic transmission or other equivalent technological means provided that a record is created as evidence thereof and maintained as long as such records would be required to be maintained in non-electronic form;" and

WHEREAS, the Board deems it in the best interest of the Association to establish and adopt procedures to increase member participation and voting efficiency.

NOW, THEREFORE, BE IT RESOLVED that the following elections procedures are hereby established and adopted by the Board:

I. Annual Meeting

The election of Directors shall take place at the annual meeting of the Association unless a special meeting of the membership is called for such purpose.

II. Call for Candidates

- a. At least 65 days in advance of the meeting at which the election is to be held, the nominating committee, with the assistance of management, shall prepare and distribute to the membership a call for candidates soliciting nominating petitions from the membership.
- b. Additional nominations may be made by the Nominating Committee or may be made from the floor at the meeting at which the election is held.

III. Notice of Annual Meeting

- a. The Notice of Meeting of the Association shall be sent to the membership at least fifteen (15) days prior to the annual meeting at which the election shall be held. The Notice shall state the date, time and location of the meeting.
- b. The Notice shall include the candidate's statements and the time, date and place of any candidate's forum/ meet the candidate's session that is scheduled.
- c. The Notice shall also contain instructions on the means of submission and the deadlines for voting by proxy and voting electronically.

IV. Determination of Quorum

- a. A quorum of the membership is required to be present in person or by proxy in order to conduct the meeting. Pursuant to the Bylaws, a quorum is deemed to be present if members entitled to cast more than ten percent of the votes from each of the membership classes are present either in person or by proxy at the beginning of the meeting. Owners voting electronically or via written proxy form will be counted as present at the meeting.

V. Voting

- a. Members may vote for Directors either in person, by proxy, or by electronic means provided by the Association.
 - i. In person voting: To vote in person, a member need only attend the meeting and submit their written ballot, provided the member is eligible to vote pursuant to the Governing Documents of the Association.
 - ii. Proxy voting: Pursuant to the Bylaws, proxies must be in writing and filed with the Secretary. Proxies may be instructed, uninstructed or for quorum purposes only. Complete proxy forms may be submitted as indicated on the proxy form. Votes by Proxy must be completed with all required information filled out properly for the proxy to be counted. Any proxy that is not filled out in its entirety will not be counted. Proxy forms must be submitted to the Association by the means and deadline listed on the proxy form and on the Notice of Meeting.
 - iii. Electronic Voting: To vote by electronic means, the member must register the email address they intent to vote from with management at least 7 days prior to the meeting at which the vote is to take place and certify that communications sent from the email address meet the signature requirements of Virginia Code Section 59.1-486. Votes that originate from an email address not previously registered with management will be deemed invalid. Electronic votes may be cast until the voting deadline detailed on the official notice of meeting.


The Board reserves the right to retain and use a 3rd party vendor to conduct the electronic voting on behalf of the Association. In the event such a vendor is used to facilitate electronic voting, that vendor shall have procedures to ensure that votes cast electronically originated from a registered owner within the Association. If such vendor is not retained by the Board, the Board may proceed with allowing electronic voting pursuant to this policy.

VI. Results of Election

Results of votes will be announced by the Board President or designated chair prior to the conclusion of the meeting.

This Resolution is effective this 11th day of September, 2018.

Reflection Homes Association

By: 
Mike Olson, President