LAKE OF THE WOODS ASSOCIATION, INC.
RESOLUTION 2020-17
A POLICY RESOLUTION
AMENDING THE LOWA BYLAWS ARTICLE IV. MEETING OF MEMBERS,
SECTION 6. METHODS OF VOTING REGARDING VOTING BY TELEPHONE

WHEREAS, Article XVI of the LOWA Bylaws gives the Board of Directors the authority to amend and adopt association Bylaws; and

WHEREAS, there is a need for clear, concise and consistent Bylaws on the matter of voting by telephone; and

WHEREAS, the LOWA Attorney proposed language and the Rules Committee reviewed the amendments; and

WHEREAS, the Association published the proposed amendment in Lake Currents soliciting member comment.

THEREFORE, RESOLVED, the Board of Directors hereby approves the following amendment to Bylaws Article IV.6.

LOWA BYLAWS

Article IV. Meeting of Members

Section 6. Methods of Voting. At any meeting at which a vote of the membership is to be taken, the members in good standing may vote by being present in person or by proxy. Only voting for Elections of Directors pursuant to Article VI of these Bylaws, and voting to amend the Declaration of Restrictions pursuant to Paragraph 2 thereof, shall be by secret ballot or secret proxy ballot, which shall be kept from view of others, subject to the right, obligation and/or authority of LOWA Officers, Directors, Elections Committee members, employees, agents or other authorized personnel to inspect, validate, and/or count the same in accordance with these Bylaws, the Rules, Regulations, Policies, Charters and Resolutions of LOWA, and/or Virginia law. Cumulative voting is not permitted. The Board of Directors is hereby authorized to adopt rules, regulations, policies and procedures to authorize transmission of proxy ballots (including such procedures for compliance with the requirements for proxy ballots, below) by electronic means (including but not limited to by computer or by telephone). Such rules and procedures shall provide that proxy ballots may be transmitted by electronic means (including by computer or by telephone), provided that any such electronic transmission shall either set forth or be transmitted with information from which it can be determined that the transmission was authorized by the Member and from which a record can be created that may be retained, retrieved and reviewed by the recipient of such communication or transmission.

a. Proxy Ballots. In addition to any rules, regulations, policies and procedures adopted by the Board to authorize the transmission of proxy ballots by electronic means, as described in this Section 6, all proxy ballots shall also comply with the following:
1. To be valid, all proxy ballots shall (1) designate and appoint another Association member or the Secretary of the Association or other officer as the Proxy Holder to cast votes as directed in the proxy ballot; (2) be in writing and signed and dated by the member entitled to cast the vote or, if transmitted by electronic means, either set forth or be transmitted with information from which it can be determined that the transmission was authorized by the Member and from which a record can be created that may be retained, retrieved and reviewed by the recipient of such communication or transmission, and containing an “electronic signature” as more specifically required in any rules, regulations, policies and procedures adopted by the Board to authorize the transmission of proxy ballots by electronic means; and (3) be received by the Association Secretary prior to the announcement of the closure of the voting by the presiding officer at the meeting at which the vote is taken. All designated proxy holders must attend the meeting in person for the proxy ballot they are holding, and their proxy vote, to be valid.

2. Proxy ballots shall be used for establishing quorum for meetings of the Association membership.

3. In the event of multiple proxy ballots received for one lot, the proxy ballot with the latest date shall be considered the only valid proxy ballot.

4. All proxies shall be revocable up until the voting is closed by the President (or other presiding officer) at the meeting at which the voting takes place. Revocation must be in writing, signed by the member, stating that the proxy is revoked, and received by the President (or presiding officer) prior to the announcement of the closure of the meeting by the presiding officer at the meeting at which the vote is taken.

5. Any proxy shall terminate automatically upon the conveyance by a Member of the property to which the vote pertains.

6. All proxies not otherwise terminated or revoked shall expire eleven (11) months after the adjournment of the meeting to which the proxies pertain.

Effective: June 24, 2020

LAKE OF THE WOODS ASSOCIATION, INC.

By: 

By: Clifton Wilks, President

ATTEST:

I, as Secretary for Lake of the Woods Association, Inc., hereby attest that the foregoing Policy Resolution 2020-17 was adopted by the Board of Directors at a duly-held and noticed Board of Directors meeting held on the 24th day of June 2020.

Phillip Davis Brown, Secretary