

**Attention All Hickory Farms Homeowners:  
Please Read This Immediately!**

**The Hickory Farms Community Association Board of  
Directors Needs Your Proxy Vote to Amend the By-Laws!**

**Please Return Your Proxy Vote on the Form Provided. It  
must be postmarked by Friday, September 25, 2020 and  
received by Thursday, October 1, 2020.**

Notice is hereby given by the Hickory Farms Community Association (HFCA) Board of Directors requesting all homeowners to vote via proxy to amend the By-Laws. Please read this letter carefully since the voting process is different from what you have experienced in the past.

1. For the first time in 40 years, the HFCA **cannot** hold an in-person Annual Meeting in October even though the existing By-Laws specify homeowners must meet in person during October. The current Virginia and Fairfax County coronavirus pandemic guidelines preclude such a large group from meeting in an enclosed area.
2. The HFCA Board discussed with its attorney alternative ways to conduct the HFCA Annual Meeting, including electronic methods such as email and video conferencing. **However, before we can do that, we must first amend our existing By-Laws to permit alternatives to in-person meetings.**
3. Our attorney advises us that under Article III, Section 2 of our existing By-Laws, we can hold a "Special Meeting" on October 3, 2020, at 10 AM in the Upper Common Area across the street from 4371 Farm House Lane to conduct only one item of business: Amending our By-Laws to permit alternative meetings and communication methods. **However, because of social distancing guidelines, the Board of Directors strongly suggests that you DO NOT go to the Upper Common Area on October 3, but instead vote via proxy using the enclosed proxy form.**
4. **The HFCA Board needs you to vote "Yes" to amend the current By-Laws by returning the enclosed proxy vote form!** This proxy vote form allows you to direct another person to vote on your behalf. The Board of Directors strongly urges you to name Secretary Carlie Mensen as your proxy and encourages you to vote "yes" for the proposed additions to the Hickory Farms By-Laws. These additions will allow the use alternative means to conduct homeowner business in the future, including electronic methods such as email and video conferencing.

5. Only President Chuck Stewart and Secretary Carlie Mensen should be in the Upper Common area at 10 AM on October 3. Chuck will call the meeting to order at 10AM **and determine whether a quorum of homeowners is present via proxy** (A quorum is the minimum number of homeowners needed to hold a vote). If there is a quorum, Carlie will count the Yes, No, and Absentee votes. The Special Meeting will adjourn and the results published in the next newsletter as well as emailed to homeowners who participate in the Hickory Farms Listserv and the Hickory Farms Nextdoor group. **Only as a last resort should you deliver your proxy document to the Upper Common Area.**
  
6. **Please complete your proxy vote form, place it in the stamped envelope, and drop it in the mail.**

Per the existing By-Laws, the Board of Directors will approve the 2021 Budget and 2021 Annual Assessment at a forthcoming HFCA Board meeting. It's standard procedure at past Annual Meetings to ask the homeowners to "affirm" the Board's Budget and Annual Assessment. Since there will be no Annual Meeting this year, the Board of Directors intends to ask for homeowner affirmation in the near future, once the By-Laws additions have been approved.

### **The HFCA Board of Directors**

As permitted by Article IV Section 3 of the existing By-Laws, the current HFCA Board members will continue to serve until an election is held Spring 2021.

President - Chuck Stewart  
Secretary - Carlie Mensen  
At Large - Kirk Randall  
Newsletter Editor - Bill Berg

Vice President - Kathie Schmidt  
Treasurer - Jim Bever  
At Large - Telah Jackson

Common Areas Committee - Melissa Stark  
Architectural Control Committee - Pam Barrett  
Neighborhood Watch - Debbi Buchanan

[HFCA@HickoryFarms.org](mailto:HFCA@HickoryFarms.org)

**Hickory Farms Community Association**  
**Proxy for the Special Meeting to be Held Saturday, October 3, 2020 at 10:00 AM**  
**Upper Common Area (Across the street from 4371 Farm House Road)**

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**Under the provisions of the Hickory Farms Community Association's By-Laws, we need your proxy in order to have a quorum for voting at the Special Meeting.**

**By USPS** – Use your stamped envelope to mail this signed paper proxy to:  
Hickory Farms Community Association, PO Box 2239, Fairfax, VA 22031.  
This proxy must be postmarked by Friday, September 25, 2020 and received by  
Thursday, October 1, 2020.

**By email** – Send a scanned copy of this signed Proxy to [hfca@hickoryfarms.org](mailto:hfca@hickoryfarms.org)

I (Print Your Name) \_\_\_\_\_

homeowner and Member of the Hickory Farms Community Association appoint

\_\_\_\_\_ the Secretary or

\_\_\_\_\_ (Print below the name of the person you are naming as your proxy)

\_\_\_\_\_ to be my proxy with all of the powers I would have if I were present, and cast my vote on the following matter during the Special Meeting of the Members to be held on Saturday, October 3, 2020, or any adjournment meeting thereafter.

Additions to the By-Laws:    \_\_\_\_\_ For    \_\_\_\_\_ Against    \_\_\_\_\_ Abstain

Print Your Name \_\_\_\_\_

Signature \_\_\_\_\_ Phone \_\_\_\_\_

Street Address \_\_\_\_\_

Date \_\_\_\_/\_\_\_\_/2020    Email \_\_\_\_\_

Note: Under the By-Laws, no person other than the Secretary may vote more than four proxies.

## **Proposed Additions to the By-Laws of the Hickory Farms Community Association**

### **ARTICLE XII - ELECTRONIC VOTING, USE OF TECHNOLOGY AND MEETING REMOTELY**

#### Section 1. Electronic Voting.

- a) Notwithstanding any other provision of Deed of Dedication and Declaration of Covenants, Conditions and Restrictions, the By-Laws of Hickory Farms Community Association and the Articles of Incorporation of Hickory Farms Community Association, the Board of Directors may, by Resolution, authorize obtaining the agreement of the Members or the votes of the Members, by mail, electronically or by other equivalent means and outside of a meeting, in accordance with the requirements set forth in the Virginia Property Owners Association Act (VPOAA), as may be amended, and the Virginia Nonstock Corporation Act, as may be amended.
- b) A Member voting by mail or electronically before the meeting shall be deemed present at such meeting for quorum purposes.
- c) The Board of Directors may establish such reasonable procedures with regard to obtaining agreement and/or votes by mail or electronically as it sees fit. However, if any Member does not have the capability or desire to conduct business using electronic transmission, the Board of Directors shall make reasonable accommodation, at its expense, for such Member to vote without use of such electronic means.

#### Section 2. Use of Technology.

- a) Notwithstanding any other provision of the Deed of Dedication and Declaration of Covenants, Conditions and Restrictions, the By-Laws of Hickory Farms Community Association and the Articles of Incorporation of Hickory Farms Community Association (i) any notice required to be sent or received or (ii) any signature, vote, agreement, consent, or approval required to be obtained or any provision of the VPOAA may be accomplished using technology available at that time if such use is a generally accepted business practice.
- b) Electronic transmissions and other equivalent methods. The Association, Owners, and those entitled to occupy a Lot, may perform any obligation or exercise any right under the Deed of Dedication and Declaration of Covenants, Conditions and Restrictions, the By-Laws of Hickory Farms Community Association and the Articles of Incorporation of Hickory Farms Community Association or any provision the VPOAA by use of any technological means providing sufficient security, reliability, identification, and verifiability as determined by the Board of Directors.
- c) Signature requirements. An electronic signature meeting the requirements of applicable law shall satisfy any requirement for a signature under any the Deed of Dedication and Declaration of Covenants, Conditions and Restrictions, the By-Laws of Hickory Farms Community Association and the Articles of Incorporation of Hickory Farms Community Association or any provision the VPOAA.
- d) This Section shall not apply to any documents that must be recorded in the public land records that require an original signature and any notice related to an enforcement action by the Association, an assessment lien, or foreclosure proceedings in enforcement of an assessment lien.

### Section 3. Remote Participation in Annual or Special Meeting of Members.

a) Notwithstanding any other provision of the By-Laws of Hickory Farms Community Association, the Board of Directors may determine that any meeting of the Members shall not be held in a physical place and shall instead be held solely by means of remote communication in conformity with the Virginia Nonstock Corporation Act. Owners participating in a Members' meeting by remote communication shall be deemed present and may vote at such a meeting if the Association has implemented reasonable measures to: Verify that each person participating is an Owner or an Owner's proxy; and provide such Owners a reasonable opportunity to participate in the meeting and to vote on matters submitted to the Owners, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with such proceedings.

b) The fact that the meeting was held by electronic communication means, and the type of electronic communication means by which the meeting was held shall be stated in the minutes of the Annual or Special Meeting of Members.

### Section 4. Remote Participation in Regular or Special Board Meeting.

a) Notwithstanding any other provision of the By-Laws of Hickory Farms Community Association and the VPOAA or the Virginia Nonstock Corporation Act, the Board of Directors may in its discretion conduct remote Regular Meetings, Special Meeting and Work Sessions.

b) The Association will inform Members when the Board meeting is taking place and instruct Members on how to participate in the remote Board meeting. The Association shall give notice to the Members pursuant to this Declaration contemporaneously with the notice provided to the Board of Directors.

c) The Association shall make arrangements for Member access to any meeting of the Board of Directors through electronic means, including to the extent practicable, videoconferencing technology.

d) Except for those portions of the Board meeting conducted in executive session under the VPOAA, remote meetings of the Board of Directors shall be open for Members to monitor by phone or other electronic means. In compliance with the VPOAA, the Board will continue to hold the owners' forum in permitting Members to comment on matters relating to the Association, or in the case of a Special Meeting, comment on matters listed on the meeting agenda. The Board of Directors may adopt procedures regarding the length of the forum, establishing a time limit for each Member and times during the meeting when a Member may be able to comment.

e) This provision for the conduct of remote meetings shall apply to all committees, subcommittees and task forces of the Board.

f) The fact that the meeting was held by electronic communication means, and the type of electronic communication means by which the meeting was held shall be stated in the minutes of the Board of Directors.

9/8/2020 2.1