



Four Seasons Patio Homes Association, Inc.

Board Voting Policy Statement & Procedure

Homeowner Recognition, Voting Privilege Determination, and Vote Verification & Certification

I. Statement of Policy

This policy establishes the Board of Directors' procedure for (1) recognizing who is legally entitled to vote as a Lot Owner, (2) resolving ownership held through mortgages, trusts, entities, multiple co-owners, or contractual arrangements, (3) determining the exact number of affirmative signatures required to amend the Declaration, and (4) verifying, tabulating, and certifying the vote so that the resulting amendment can be validly recorded in the land records of Albemarle County, Virginia.

This policy is adopted to ensure the amendment process satisfies the Association's governing documents and the Virginia Property Owners' Association Act (Va. Code § 55.1-1800 et seq.), and to prevent the amendment from being challenged or invalidated after the fact due to a procedural defect in how ownership, voting rights, or certification were handled.

Authorities relied upon: FSPHA Declaration of Covenants, Conditions and Restrictions, Art. I (Definitions), Art. IV (Membership), Art. V (Voting Rights), Art. VI §1(d) (suspension of voting rights for unpaid assessments), Art. XI §3 (Amendment); FSPHA By-Laws, Art. II (Definitions), Art. III (Membership), Art. IV §§4–5 (Quorum, Proxies), Art. V (Voting Rights); Va. Code §§ 55.1-1829(F), 55.1-1832(C), (E); Va. Code § 13.1-849 (Nonstock Corporation Act, proxies); Tvardek v. Powhatan Village HOA, 291 Va. 269 (2016).

II. Current Voting Base

As of the date of this policy, the Association recognizes 133 total Lots/households. This figure shall be re-confirmed as the first step of any amendment process (Step 1 below) and shall not be assumed to be static from one vote to the next.

	By-Laws Amendment	Declaration Amendment
Legal basis	By-Laws Art. XIV §1	Declaration Art. XI §3; Va. Code § 55.1-1829(F)
Basis of the threshold	% of meeting attendees (turnout-based)	% of ALL 133 households, regardless of turnout
Quorum required	10% of 133 = 14 households present/represented	None — no meeting quorum applies
Households needed to pass	Majority of those present (as few as 8 at bare quorum)	100 signed ratifications (75% of 133)
Mechanism	Vote at a noticed meeting, in person or proxy	Individually signed execution/ratification, collected outside a meeting
Notarization	Not required (§ 55.1-1832(E))	Not required for individual signatures; required for the final Board certification that is recorded



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III. Step-by-Step Procedure

Step 1 — Establish the Ownership Snapshot

1. The Board shall set a single "Record Date" no more than 30 days before notice of the vote is sent. Ownership shall be determined as of this date and shall not change for purposes of this vote even if a property sells afterward.
2. The Secretary or Financial Secretary shall pull a current ownership list from two independent sources: (a) the Albemarle County real estate assessment/GIS records for all Lots within the Four Seasons Patio House subdivision plats (Blocks AA–MM), and (b) the Association's internal dues/membership roll.
3. Any discrepancy between the two sources shall be resolved by direct confirmation with the affected homeowner, or, where necessary, a direct search of the Albemarle County Circuit Court Clerk's land records, before the Record Date list is finalized.
4. The finalized list constitutes the official roll of "Owners" entitled to sign a ratification of the Declaration amendment, consistent with the Declaration's and By-Laws' definition of "Owner" as the record owner of fee simple title.

Step 2 — Resolve Special Ownership Situations

The following categories require a specific document before that household's signature is counted:

- **Mortgage / Deed of Trust:** No additional documentation needed. The homeowner remains the Owner and signer; the lender and deed-of-trust trustee are excluded from "Owner" status because their interest exists solely as security for the loan.
- **Trust-Held Lots:** Request a Certificate of Trust identifying the acting trustee(s). The trustee(s) sign on the trust's behalf; individual beneficiaries who are not also trustees do not sign independently.
- **Entity-Held Lots (LLC/Corporation):** Request a corporate resolution or authorization letter naming the individual authorized to sign for the entity.
- **Multiple Co-Owners on One Deed:** Only one signature is counted per Lot. Where co-owners disagree, request a written designation, signed by all co-owners of record, identifying who will sign for that Lot.
- **Private/Unrecorded Contracts (e.g., contract purchasers not yet on the deed, or a spouse not on title):** The individual is not a "record owner" and may not sign independently unless and until the county land records reflect them on the deed. The existing record owner remains the sole authorized signer for that Lot. Declaration Art. I §6 and By-Laws Art. II define "Owner" to include contract sellers, which confirms affirmatively that the seller of record — not the contract purchaser — holds the signing right until a deed is recorded.
- **Lots Delinquent in Assessments:** Declaration Art. VI §1(d) and By-Laws Art. III §2 permit the Board to suspend a member's voting rights while an assessment remains unpaid. A Declaration amendment under Art. XI §3 is ratified by an instrument signed by Lot Owners rather than by a vote at a meeting, so the Board's position is that a suspension does not defeat the record owner's right to sign. Counsel shall confirm this position before collection begins, and the Board shall not selectively exclude a delinquent Owner's signature without counsel's written concurrence.

Step 3 — Confirm the Signature Threshold

5. Declaration Art. XI §3 requires an instrument signed by not less than ninety percent (90%) of the Lot Owners during the first twenty (20) years after recordation, and not less than seventy-five percent (75%) thereafter. The Declaration was executed March 8, 1971, so the twenty-year period has long expired and the 75% standard governs. Recalculate the required signature count at 75% of the Step 1 total. At 133 households, this is 100 signatures (99.75 rounds up; the statute and Declaration both require "not less than" 75%).



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6. This 100-signature requirement is fixed and does not fluctuate with meeting attendance — it must be reached through direct signature collection, not a meeting vote. Declaration Art. XI §4 conditions FHA/VA approval of an amendment on the existence of a Class B membership; Class B membership terminated as to all sections on January 1, 1980 under Art. V, so no federal agency approval is required for this amendment. The Board should record this determination so the point cannot be raised on challenge.

Step 4 — Collect Signed Ratifications

7. Distribute the exact proposed amendment language to every household on the Step 1 roll, along with a ratification/execution form referencing that specific language.
8. Each authorized signer (per Step 2) signs and returns the ratification. A plain signature is sufficient — notarization of the individual homeowner's signature is not required under Va. Code § 55.1-1832(E), provided the Board can authenticate the signature against the Step 1 roll. The Board should note, however, that the Association's own precedent is more conservative: the 2005 amendment to this Declaration was adopted on 104 signed and notarized ballots. The Board may elect to require notarization to match that precedent, but shall make that election before distribution and apply it uniformly to every Lot.
9. The Board (or a designated committee) shall authenticate each returned signature against the Step 1 roll before counting it, and shall log the date received.
10. If a homeowner cannot sign in person, a proxy may be used only if permitted under the Association's procedures and executed consistent with Va. Code § 13.1-849 of the Nonstock Corporation Act, in addition to the Declaration and By-Laws. The Board shall observe that By-Laws Art. IV §5 authorizes proxies "at all meetings of members" and requires that every proxy (a) be in writing, (b) be filed with the Secretary, (c) remain revocable, and (d) cease automatically upon conveyance of the member's Lot. Because ratification under Declaration Art. XI §3 is collected outside a meeting, the By-Laws' proxy authority does not squarely reach this process. Counsel shall confirm before any proxy is distributed whether a proxy signature may be counted toward the 75% instrument; if counsel does not confirm, the Board shall obtain the record owner's own signature rather than rely on a proxy.

Step 5 — Tabulate and Verify

11. Once collection closes, tally the total valid, authenticated signatures against the Step 1 roll.
12. Confirm the total meets or exceeds 100 signatures (or the recalculated 75% figure if the Step 1 total differed from 133).
13. Prepare a written tabulation record identifying, at minimum: total households on the roll, total signatures received, total signatures authenticated and counted, and the resulting percentage — to be retained permanently in the Association's records.

Step 6 — Board Certification

14. Upon confirming the threshold is met, the Board's principal officer (President, or other officer designated by the Declaration) shall execute a written certification stating that the requisite majority of Lot Owners signed the amendment or ratifications of it, tracking the exact language of Va. Code § 55.1-1829(F).
15. This certification shall be reviewed by the Association's legal counsel before execution. Virginia courts construe this certification requirement strictly — in *Tvardek v. Powhatan Village HOA*, the Supreme Court of Virginia invalidated an entire declaration amendment because the recorded certification did not strictly track the statute's language. The exact statutory wording shall be used without paraphrase.
16. The President's certification signature shall be notarized, as it is being submitted for recordation in the land records.

Step 7 — Recordation

17. Record a copy of the amendment together with the notarized certification in the Circuit Court Clerk's Office for Albemarle County, Virginia — the same office where the original Declaration is recorded.



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18. The amendment becomes effective upon recordation, per Va. Code § 55.1-1829(F).
19. Retain a recorded copy, the tabulation record from Step 5, and all individual signed ratifications permanently in the Association's official records.

IV. Challenge Period

Under Va. Code § 55.1-1829, an action challenging the validity of a recorded amendment generally may not be brought more than one year after the amendment becomes effective. Strict adherence to this policy is intended to ensure the amendment is defensible if challenged during that period, but the one-year window does not eliminate the importance of getting the certification language and the ownership determinations right the first time.

VI. Policy Adoption

This policy is adopted by resolution of the Board of Directors of Four Seasons Patio House Association, Inc., and shall govern the ownership recognition and vote verification process for the pending Declaration amendment and any future amendment unless and until revised by subsequent Board resolution.

Adopted this ____ 1 day of ____ October, 2026.

Arnoldo Espinosa
President, Board of Directors

Shawn Clouse / Approved during FSPHA Sept. 2026 monthly Board Meeting
Secretary, Board of Directors

This document was prepared to organize and apply the Association's governing documents and Virginia statutory requirements as discussed; it is not a substitute for review by the Association's legal counsel before adoption or use.