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APPROVED ELECTRONIC NOTICE & VOTING PROCEDURE RESOLUTION

TO: BROWNSTONES AT PARK POTOMAC HOA HOMEOWNERS

FROM: SHIREEN AMBUSH, PCAM
PROPERTY MANAGER

DATE: DECEMBER 5, 2023

As all homeowners were previously notified, The Board of Directors met on October 19, 2023, at which time they reviewed and discussed the new Resolution Authorizing Electronic Notice and Voting Procedure, which was previously distributed to all homeowners. The Board voted to adopt the new Resolution with no changes, and the final Resolution Authorizing Electronic Notice and Voting Procedure is enclosed for your records.

On behalf of the Board, I thank you for your attention to this matter.

THE BROWNSTONES AT PARK POTOMAC HOMEOWNERS ASSOCIATION, INC.

(Resolution Authorizing Electronic Notice and Voting Procedure)

WHEREAS, the Brownstones at Park Potomac Homeowners Association, Inc. ("Association"), and the lot owners thereof and therein, as lot owners within the Association, are governed by the Declaration of Covenants, Easements and Restrictions ("Declaration"), which were recorded on or about October 24, 2005, among the Land Records of Montgomery County, Maryland at Book 31059, Page 548, *et seq.*; and

WHEREAS, pursuant to Section 11B-113.1 and 11B-1132 of the Maryland Homeowners Association Act ("Act"), notwithstanding language in the governing documents of the Association, the Board of Directors ("Board") of the Association may authorize lot owners to submit a vote or proxy by electronic transmission if the electronic transmission is authorized by the lot owner or the lot owner's proxy; and

WHEREAS, Article VII, Section 7.1(b) of the Association's Bylaws ("Bylaws") provides that the Board shall have the power to exercise for the Association all powers, duties and authority vested in or delegated for the Association and not reserved to the Members; and

WHEREAS, to reduce the cost of sending meeting notices and other information to Members, and to provide for greater speed and efficiency in communicating with Members and receiving votes/proxies, the Board wishes to provide for the use of electronic communications for meeting notices, other information and voting for Members who have given their written authorization for this means of communication and voting; and

NOW THEREFORE, the Board adopts the following policy and procedures related to electronic notices and electronic voting.

I. Electronic Transmission of Notices

- a. Notices and other information may be sent by electronic communications, instead of by U.S. Mail or hand delivery, to any Member who provides written authorization for such electronic communications.
- b. The Board or its authorized agent will certify in writing that the Brownstones at Park Potomac Homeowners Association, Inc., has provided notice of a meeting or delivered material or information electronically as authorized by the Member.
- c. Notice of meetings of the Association shall be sent to lot owners according to the Bylaws and any policies adopted regarding notice of meetings. In addition to all necessary information, the notice shall contain the procedures for conducting electronic voting and the deadline for submitting proxies/ballots electronically. The notice shall also contain instructions to vote via a paper proxy/ballot for those lot owners who choose to do so.

- d. Notice or delivery by electronic communication to a Members shall be considered ineffective if:
 - i. The Board or its authorized agent is unable to deliver two consecutive notices; and
 - ii. The inability to deliver the electronic transmission becomes known to the Board or its agent responsible for sending the electronic communication.
- e. In the event of ineffective delivery, all future notices or information shall be sent to the affected Member by mail or personal delivery until the Member corrects the electronic communication problem.
- f. The inadvertent failure of the Board or its authorized agent to deliver notice to a Member by electronic transmission shall not invalidate any meeting or other action.

II. Registration

- a. Members must register the email address from which they intend to vote/transmit an electronic proxy with the Association or the Association's authorized agent at least three (3) business days prior to the meeting at which the vote is to take place.
- b. Members must register by filing in the Request to Receive Notices/Information by Electronic Transmission and for Electronic Voting form and return to the appropriate address or by electronically.

III. Electronic Transmission of Votes and Proxies

- a. The Board authorizes Members to vote and/or submit a proxy electronically if the electronic transmission contains information that verifies that the vote or proxy is authorized by the Member.
- b. Electronic voting is merely an alternate form of voting that Members may elect to use. Nothing in this Resolution shall prevent a Member from voting in person or through a written proxy as set forth in the governing documents and has provided by the Association.

IV. Duration

- a. Unless revoked as set forth below, a written authorization submitted by a Member will remain in full force and effect during such Member's ownership of a Lot within the Association.
- b. A Member who has elected to authorize electronic notice and/or electronic voting may at any time revoke such authorizations by written notice to the Board or to

the Board's agent.

- c. If the Member wishes to use a different email address than the one most recently registered then the Member will need to register the new email address with the Association.
- d. A Member may not have more than one registered email address at any one time. Votes/proxies sent from an email address other than the address registered with the Association or its authorized agent will be deemed invalid.

V. Voting

- a. Only one vote, electronic or otherwise, will be accepted for each Lot unless the Lot is owned by more than one person, in which case voting with respect to that Lot shall be in accordance with the conditions in the Declaration and Bylaws. In no case shall more than one vote be cast with respect to any Lot regarding any matter/election in which that individual is entitled to vote.
- b. To be counted, electronic votes/proxies must be received within twenty-four (24) hours following the adjournment of the meeting, unless otherwise determined by the Board.
- c. Lot owners shall receive confirmation that their vote/proxy was received once transmitted. However, receipt or non-receipt of said confirmation does not affect the validity of an electronic vote/proxy. An electronic vote/proxy is valid and will be counted if it conforms to the standards articulated in this Policy Resolution and is received prior to the deadline.
- d. Nomination for candidates may be motioned on the floor at the annual meeting unless the number of declared candidates exceeds the number of seats open for election. The Board reserves the right to open nominations from the floor at their discretion.
- e. Electronic votes/proxies may be withdrawn after being cast until the polls are officially closed (which may be up to 24 hours following the adjournment of the meeting). If a Lot owner submits multiple electronic votes regarding the same matter/election or multiple proxies for the same meeting or attempts to vote/submit a proxy via more than one medium, the last transmission received prior to the time that the polls close shall be the only one considered. Prior voting transmissions shall be deemed to be withdrawn and will not be considered even if the final transmission is rejected by the inspectors of election/Secretary of the Board.
- f. All electronic proxies shall be kept or stored electronically in a secure manner until inspection of proxies begins immediately prior to the beginning of the meeting. All electronic votes shall be kept or stored electronically in a secure manner until the ballots have been released to the inspectors of election/Secretary of the Board for counting or verification.

- g. If the Board does not establish a method for receiving and storing votes, electronic votes shall be submitted by email to the Association's managing agent to an email account established by the managing agent.
- h. Notwithstanding the method of receipt, except if necessary, to address a system malfunction or other technical issue, electronic transmissions shall not be opened until it is time to verify the proxies or count the votes.

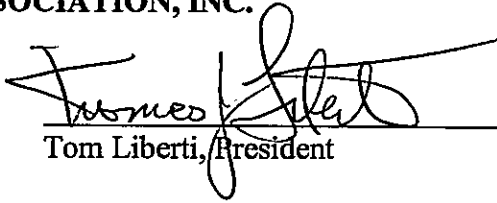
VI. Miscellaneous

- a. The Board reserves the right to retain and use a third-party vendor to conduct the electronic voting on behalf of the Association. If such a vendor is used to facilitate electronic voting, that vendor must have procedures in place to ensure that the electronic transmission, by which a Lot owner submits a vote or proxy contains information that verifies that the vote or proxy is authorized by the lot owner or lot owner's proxy. If the Board does not retain a third-party vendor to conduct electronic voting, electronic voting shall proceed according to the procedures in this Policy Resolution.
- b. In the event that the Association's electronic voting system experiences significant technical problems, the Board retains the right to suspend or cancel electronic voting for a meeting. The Board shall not exercise this right until effort has been made to rectify the problem. Notice shall be transmitted to Lot owners promptly after the decision to suspend/cancel electronic voting has been made. The notice shall include information regarding the other available voting methods.
- c. The Board reserves the right to amend this Resolution and the procedures herein as it deems appropriate.

Adopted by Resolution of the Board of Directors on 19 October, 2023 at a meeting of the Board of Directors.

**THE BROWNSTONES AT PARK
POTOMAC HOMEOWNERS
ASSOCIATION, INC.**

By:


Tom Liberti, President

**THE BROWNSTONES AT PARK POTOMAC
HOMEOWNERS ASSOCIATION**

(Resolution Authorizing Electronic Notice and Voting Procedure)

RESOLUTION ACTION RECORD

Duly adopted at a meeting of the Board of Directors held 18 October, 2023.

Motion by: Nick Marzella Seconded by: Richard Johnson

VOTE:

YES NO ABSTAIN ABSENT

Thomas J. Stenti
President

Randy Barber
Vice President

Randy Barber
Secretary

Erico Silva
Treasurer

Shirley Perry Wandler
Director

Richard Johnson
Director

Nicholas Marzella
Director

Steve Nawab

ATTEST:

Randy Barber 11-29-23
Secretary Date

Resolution effective: 29 November, 2023.