

**KING FARM CITIZENS ASSEMBLY, INC.**

**ADMINISTRATIVE RESOLUTION NO. 15**

(Procedures Relating to Assembly Meetings Held Entirely or Partially Electronically)

**WHEREAS**, Section 2-502.1 of the Corporations and Associations Article of the Code of Maryland states, in pertinent part:

- (a) Unless restricted by the charter or bylaws of the corporation, a corporation may allow stockholders to participate in a meeting by means of a conference telephone or other communications equipment if all persons participating in the meeting can read or hear the proceedings of the meeting substantially concurrently with the proceedings.
- (b) Participation in a meeting by the means authorized by subsection (a) of this section constitutes presence in person at the meeting.

**WHEREAS**, Article II, Section 2-106(c) of the Bylaws of King Farm Citizens Assembly (“Assembly”) states that meetings of the Assembly “shall be called for a time and place reasonably convenient to most Members”; and

**WHEREAS**, Article II, Section 2-106(f) of the Assembly’s Bylaws states:

**(f) Manner of Voting.** Cumulative and preferential voting are not permitted. The manner of voting (by ballot, machine, or other means) shall be determined by a majority of the Board of Trustees. If the election of Trustee(s) and/or the President is held at a meeting of the Assembly, the Citizens present at such meeting in person or by proxy shall constitute a quorum for purposes of such election. A person who casts a vote shall be deemed present throughout such meeting for purposes of establishing a quorum, but only with respect to the election of the Trustee(s) and/or the President; and

**WHEREAS**, the Assembly’s Board of Trustees (“Board”) has determined that it is in the best interests of the Assembly to adopt policies and procedures related to Assembly meetings which are conducted entirely or partially by electronic means;

**NOW, THEREFORE, IT IS HEREBY RESOLVED THAT** the Board duly adopts the following policies and procedures:

I. Membership Meeting Location

- A. The Board shall determine whether meetings of the Assembly shall be held entirely or partially by electronic means.

- B. The Board shall determine the electronic means by which Assembly meetings shall be held, whether by way of a virtual platform, conference call number or other electronic means. The meeting notices will advise Members of the means and methods for participating in the meeting. All persons in attendance shall be able to hear the proceedings, substantially concurrent with the same and will be given the opportunity to participate in any open forum on the agenda.
- C. For meetings held by electronic means, Members may be asked to validate their identity before being able to attend the meeting. The Board shall determine the best method for validation depending on the platform for the meeting and such validation procedures shall be provided to Members in advance of the meeting.
- D. If a Member is unable or does not wish to participate electronically in an Assembly meeting, but does want to attend, the Member must provide management notice of the same at least 24 hours in advance of the scheduled meeting to provide a reasonable alternative method for participation in the meeting.

## II. Annual Meeting

- A. Nominations. A call for candidates will be mailed at least 35 days before the Annual Meeting. Petitions for candidacy must be submitted by the deadline in the notice. Nominations will not be taken from the floor at the meeting.
- B. Proxy Voting. Members shall be permitted to vote by proxy. Proxies must be submitted by the deadline set forth in the annual meeting notice and no proxies will be accepted after that deadline.
- C. Voting Electronically.
  - 1. The Board may designate an electronic platform for voting and/or submitting a proxy form. The notice of meeting will include information on the chosen platform, how to cast votes, and the duration of the voting period. Any Member who cannot or does not want vote by electronic means may contact management for a paper ballot.
  - 2. The notice shall advise Members when voting platform will be available for voting.
  - 3. Validation procedures for submission of votes electronically will depend on the electronic platform used to ensure that the person voting is a Member or a Member's proxy.
- D. Miscellaneous
  - 1. All virtual platforms used by the Assembly will be capable of creating a record maintainable by the Assembly as evidence of such Member's vote, proxy, and

attendance.

2. Proxies and ballots will be maintained by the Assembly in due course.

APPROVED

KING FARM CITIZENS ASSEMBLY, INC.

RESOLUTIONS ACTION RECORD

Resolution Type: Administrative No. 15

Pertaining to: Procedures Relating to Assembly Meetings Held Entirely or Partially Electronically

Duly adopted at a meeting of the Board of Trustees of King Farm Citizens Assembly, Inc., held January 19, 2022.


Motion by S. Beckerman

Seconded by R. Ricciardi

**VOTE: 5-0-0**

TRUSTEES	YES	NO	ABSTAIN	ABSENT
Sue Beckerman, Chair	X	_____	_____	_____
Chris LeSchack, Vice-Chair	X	_____	_____	_____
Ric Ricciardi, Treasurer	X	_____	_____	_____
Tracy Jackson, Secretary	X	_____	_____	_____
Matthew Roh, At-Large	X	_____	_____	_____

ATTEST:

  
\_\_\_\_\_  
Tracy Jackson, Secretary

1/21/2022  
\_\_\_\_\_  
Date

Resolution Effective: January 19, 2022