

WINDING BROOK CONDOMINIUM ASSOCIATION, INC.
RESOLUTION NO. ___
REGARDING ELECTRONIC NOTICE AND VOTING

WHEREAS, Winding Brook Condominium Association, Inc. (the “Association”) was created by, among other things, a Master Deed and attached By-Laws for Winding Brook Condominium Association, Inc. (the “Bylaws”), which were recorded in the **Monmouth County Clerk’s Office on March 20, 1981, in Deed Book 4241, Page 273, et seq., as may be amended from time to time;** and

WHEREAS, Association Bylaws (the “Bylaws”), Article V, Section 1 provides that the “affairs fo the Association shall be governed by a Board of Trustees” (the “Board”); and

WHEREAS, Bylaws, Article V, Section 10(L) gives the Board the power to “adopt, distribute, amend and enforce compliance with such reasonable rules and regulations relative to the operation, use and occupancy of the Units, Common Elements and facilities as the Board shall deem necessary or appropriate...”; and

WHEREAS, pursuant to Bylaws, Article III, Section 3 “[t]he secretary shall mail notices of annual meetings to each member of the Association, directed to his last known post office address as shown on the records of the Association, by uncertified mail, postage prepaid. Such notice shall be mailed not less than seven (7) days before the date of such meeting and shall state the date, time and place of meeting”; and

WHEREAS, pursuant to Bylaws, Article III, Section 5 “[t] he secretary shall mail notices of annual meetings to each member of the Association in the manner provided in Section 33 [sic] of this Article, except that notices of special meetings shall be mailed not less than five (5) days before the date fixed for such meeting”; and

WHEREAS, N.J.S.A. 15A:5-18 states “a. Unless otherwise provided in the certification of incorporation or bylaws, every member entitled to vote at a meeting of members or to express consent without a meeting may authorize another person or persons to act for the member by proxy”; and

WHEREAS, the Board of Trustees of the Association has determined that it is desirable to establish

electronic notice and voting procedures for Owners so that it may encourage increased Owner participation in Association elections and other matters requiring community voting; and

NOW, THEREFORE, BE IT RESOLVED THAT:

I. Electronic Notice

1. Any Owner may waive their right to mailed notice of Association meetings by completing and sending the “Waiver of Notice” form attached as “Exhibit A.”
2. Any Owner who completes a Waiver of Notice will received only electronic notice via email for all future meetings. Electronic notice shall include identical information to that contained in the mailed notice.
3. Electronic notice shall include instructions for electronic voting when applicable, but shall not include an electronic version of the paper ballot.
4. Any Owner who has waived mailed notice may request a paper ballot. So long as the requesting Owner submits the request for a paper ballot at least forty-eight (48) hours before the ballot is due, the Association shall provide an electronic version of the paper ballot via email.

II. Electronic Voting

1. Electronic submission of votes shall be permitted for any duly held special meeting or annual meeting.
2. Any Owner that is permitted to vote may vote electronically.
3. The Board of Trustees shall have the authority to select and contract with an electronic voting company to administer any issue to be voted on electronically, provided that the electronic voting company has a procedure in place to verify the identity of the person casting the vote.
4. The Board of Trustees shall provide proper notification to Owners regarding the online

voting procedure, including a procedure to verify the identity of voters to ensure that only one ballot per Unit is submitted.

5. Regardless of whether the Board of Trustees utilizes the services of an electronic voting company, the Board of Trustees shall also accept paper ballots mailed to the Association, hand-delivered or sent by facsimile or email.
6. If an Owner casts a ballot in a facsimile or email, the facsimile or email shall be a signed scanned copy of the ballot prepared and provided by the Association. Any such vote that does not contain a scanned copy of a signed ballot may be subject to rejection by the judges chosen at the meeting where the final vote tally shall be calculated on an issue or election. The judges' decision on whether to count such a ballot shall be final. Nevertheless, a vote cast in a facsimile or email that is not a signed and scanned copy of a ballot, shall not even be presented to the judges at the relevant meeting unless the voting Owner has previously provided his/her/their fax number or email address to the Association.
7. The judge selected to count ballots at the relevant meeting may reject an electronic vote if it is unclear that the vote was submitted by an Owner. The judges' decision shall be final.
8. A ballot cast in person at the meeting where the vote is to be counted shall prevail over an absentee ballot or proxy cast by an/the Owner(s) of the same Unit. This provision shall apply to all absentee ballots or proxies and not just those submitted electronically.

III. General Provisions

1. An electronic signature, including a scanned or facsimile signature or a process adopted by a person with the intent to sign the record and which is accepted by the Board, shall constitute a signature under the Association's governing documents.

2. Notwithstanding any of the above, the Association may exercise all rights and remedies available to it by law, in equity and/or pursuant to the Declaration or Bylaws.
3. Should any provision hereof be determined to be invalid, the remaining provisions hereof shall remain in full force and effect.
4. Any provision contained within any previously adopted resolution of the Association, which conflicts with any provision(s) set forth herein, shall be deemed void and the provision herein shall govern.

EXHIBIT A

WAIVER OF NOTICE

This Agreement is made between Winding Brook Condominium Association, Inc., (the “Association”) and _____ (the “Owner”).

WHEREAS, the Association’s Bylaws, Article III, Section 3 provide that “[t]he secretary shall mail notices of annual meetings to each member of the Association, directed to his last known post office address as shown on the records of the Association, by uncertified mail, postage prepaid. Such notice shall be mailed not less than seven (7) days before the date of such meeting and shall state the date, time and place of meeting”; and

WHEREAS, the Bylaws, Article III, Section 5 provide that “[t]he secretary shall mail notices of annual meetings to each member of the Association in the manner provided in Section 33 [sic] of this Article, except that notices of special meetings shall be mailed not less than five (5) days before the date fixed for such meeting”; and

WHEREAS, the Owner has agreed to waive his/her right to receive mailed notice of Association meetings, as provided for in the Association’s Bylaws, and

WHEREAS, the Owner has agreed to waive his/her right to receive paper ballots for all future Association votes; and

NOW, THEREFORE, the Association shall provide notice of all future meetings to the Owner at the email address provided below. The Owner may change the email address for notice by submitting a notifying the Association in writing of the change. The Owner understands and acknowledges that by submitting this Waiver, he/she will no longer received mailed notice for any future meetings. The Owner understands that instead of a paper ballot, he/she will receive electronic voting instructions only for all future Association votes.

Unit Address: _____

Mailing Address: _____

Unit Owner: _____

Unit Owner Email Address: _____

Unit Owner Signature: _____

Date: _____

WINDING BROOK CONDOMINIUM ASSOCIATION, INC.

Resolution Type: _____ Policy _____ No.

Pertaining To: ELECTRONIC VOTING AND NOTICE

Duly adopted at a meeting of the Board of Trustees of Winding Brook Condominium Association, Inc. held this _____ day of _____, 2015.

<u>Officer:</u>	<u>Vote:</u>	<u>YES</u>	<u>NO</u>	<u>ABSTAIN</u>	<u>ABSENT</u>
_____, Trustee		___	___	___	___
_____, Trustee		___	___	___	___
_____, Trustee		___	___	___	___
_____, Trustee		___	___	___	___
_____, Trustee		___	___	___	___
_____, Trustee		___	___	___	___
_____, Trustee		___	___	___	___
_____, Trustee		___	___	___	___
_____, Trustee		___	___	___	___

Attest:

_____, Secretary Date: _____

File:

Book of Minutes -
Book of Resolutions:

	Book No.	Page No.
Policy	_____	_____
Administrative	_____	_____
Special	_____	_____
General	_____	_____

Resolution Effective: _____, 2015.

