

## **BARRINGTON WOODS CONDOMINIUM ASSOCIATION, INC.**

### **A RESOLUTION OF THE BOARD OF DIRECTORS OF BARRINGTON WOODS CONDOMINIUM ASSOCIATION, INC. AUTHORIZING VOTING MEMBERS WHO ARE NOT PHYSICALLY PRESENT AT A MEETING TO PARTICPATE AND VOTE BY REMOTE COMMUNICATION PURSUANT TO SECTION 617.0721(3), FLORIDA STATUTES.**

**WHEREAS**, Barrington Woods Condominium Association, Inc. (the "Association") is a Florida not for profit corporation and a condominium association, as defined by Section 718.303, Florida Statutes, and the entity authorized to operate and maintain a community commonly referred to as **Barrington Woods, a condominium** (the "Community") and enforce the **Declaration of Condominium of Barrington Woods** as recorded in the Official Records Book 1449 Page 1285 of Sarasota County, Florida on June 23, 1981, and as subsequently amended from time to time (the "Declaration");

**WHEREAS**, pursuant to Article III of the Bylaws of the Association, the property, business and affairs of the Association is managed and conducted by its Board of Directors (the "Board of Directors");

**WHEREAS**, Article 7 of the Declaration provides, in pertinent part, that each condominium unit shall be entitled to one vote at Association meetings, which is further detailed in Article II, Section 2 of the Association Bylaws;

**WHEREAS**, Article III of the Articles of Incorporation provides that the Association shall have all of the statutory powers and duties of a not for profit corporation under the laws of the State of Florida;

**WHEREAS**, Section 718.112, Florida Statutes, allows Voting Members to vote in person or by proxy;

**WHEREAS**, Section 617.0721(3), Florida Statutes, allows the Board of Directors to authorize Voting Members who are not physically present at a membership meeting to be deemed present, participate and vote by remote communication as follows:

*(3) If authorized by the board of directors, and subject to such guidelines and procedures as the board of directors may adopt, members and proxy holders who are not physically present at a meeting may, by means of remote communication:*

*(a) Participate in the meeting.*

*(b) Be deemed to be present in person and vote at the meeting if:*

*1. The corporation implements reasonable means to verify that each person deemed present and authorized to vote by means of remote communication is a member or proxy holder; and*

*2. The corporation implements reasonable measures to provide such members or proxy holders with a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to communicate and to read or hear the proceedings of the meeting substantially concurrent with the proceedings.*

*If any member or proxy holder votes or takes other action by means of remote communication, a record of that member's participation in the meeting must be maintained by the corporation in accordance with s. 617.1601.*

**WHEREAS**, based on the advice of legal counsel, the Board of Directors has determined that participation and voting by telephone, even if utilizing a Voice Over Internet Protocol ("VoIP"), or audio or video conferencing using platforms such as Zoom, GoToMeeting, FaceTime or Skype, by Voting Members who are not physically present at a meeting is not participation and voting by the Internet-based online voting system contemplated under Section 718.112, Florida Statutes;

*Resolution Authorizing Members to Participate and Vote Via Remote Communication*

**WHEREAS**, on March 9, 2020, Florida Governor Ron DeSantis issued Executive Order 20-52 declaring a state of emergency for the entire State of Florida as a result of COVID-19 and that said state of emergency has been continued since through a series of subsequent Executive Orders, including Executive Order 20-166 on July 7, 2020 and Executive Order 20-213 on September 4, 2020;

**WHEREAS**, Executive Order 20-213 continues to recommend that all persons in the State of Florida follow appropriate social distancing and safety protocols issued by the CDC and that senior citizens and individuals with a significant underlying medical condition avoid crowds and take measures to limit the risk of exposure to COVID-19; and

**WHEREAS**, to limit the risk of exposure to COVID-19, the Board of Directors desires to provide for and authorize Voting Members who are not physically present at a membership meeting to participate and vote by remote communication.

**NOW, THEREFORE**, upon motion duly made, seconded and approved at a duly noticed and held meeting of the Board of Directors of the Association, **BE IT HEREBY RESOLVED**:

**Section 1.** **THAT** Voting Members and proxy holders who are not physically present at a membership meeting of the Association are hereby authorized to participate, in accordance with this Resolution, any rules or regulations adopted by the Board and as recognized by the chairperson of the membership meeting, and vote at all membership meetings of the Association by means of remote communication.

**Section 2.** **THAT** to verify that each person deemed present and authorized to vote by means of remote communication is a Voting Member, the Association shall establish and maintain a roster of Voting Members, which shall include, for each Voting Member, the Voting Member's full legal name, address and Lot/Unit Number in the Community.

**Section 3.** **THAT** if an eligible person has been designated to hold a proxy for a member, the person shall provide a copy of the proxy to the Association at or prior to the membership meeting or any adjournment thereof and the person shall thereby be eligible to cast the proxy vote on behalf of the other member.

**Section 4.** **THAT** the Association's officers, manager, directors or other representative(s) of the Association shall determine, as to each Voting Member who attends a membership meeting via remote communication, that they can independently confirm who they are by personal identification or that the Voting Member is able to correctly provide the Voting Member's full name, address and/or Lot/Unit Number in the Community.

**Section 5.** **THAT** as additional means of verification that each person deemed present and authorized to vote by means of remote communication is a Voting Member, a Voting Member who wants to participate and vote by remote communication shall provide the Association an e-mail address and/or telephone number where such Voting Member can be reached during any such membership meeting. A Voting Member's previous written consent to receive electronic communication from the Association or designation of a telephone number shall satisfy this requirement.

**Section 6.** **THAT** any conference call number and videoconferencing instructions and/or log-in or password and instructions shall be provided to such Voting Member not less than forty-eight (48) hours before such meeting via inclusion on the written notice and agenda of the membership meeting, telephone number or e-mail address provided by the Voting Member.

**Section 7.** THAT in advance of such membership meeting, the Association, through management or otherwise, shall test the audio and/or video conferencing system to be utilized for the membership meeting to confirm that those participating have a reasonable opportunity to participate and vote on matters and an opportunity to communicate and to read or hear the proceedings of the meeting substantially concurrent with the proceedings.

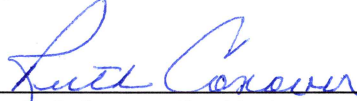
**Section 8.** THAT the Association shall maintain a record of any Voting Member or proxy holder's participation in the membership meeting in accordance with Section 617.1601, Florida Statutes.

**Section 9.** THAT the President, or in his or her absence, the Vice President, shall chair the membership meeting and may do so by means of remote communication as long as there is a speaker at the meeting location so that those physically attending the membership meeting can hear what is being said.

**THIS RESOLUTION HAS BEEN DULY ADOPTED** this \_\_\_\_ day of September, 2020 by the Board of Directors of Barrington Woods Condominium Association, Inc. at a properly-noticed and held meeting of the Board of Directors of the Association.

**Barrington Woods Condominium Association, Inc.**

(Corporate Seal)

By:   
Ruth Conover, President

Attest:   
Dottie Rutledge, Secretary