

## RESOLUTION

### A RESOLUTION OF THE BOARD OF DIRECTORS DECLARING EMERGENCY AND WAIVING IN-PERSON MEETING REQUIREMENTS FOR 2020 ANNUAL GENERAL MEETING

**WHEREAS**, COVID-19, a respiratory disease that can result in serious illness or death to vulnerable or at-risk populations, is caused by the SARS-CoV-2 virus, which is a new strain of coronavirus that had not been previously identified in humans and can easily spread from person-to-person;

**WHEREAS**, the United States Centers for Disease Control and Prevention (the “CDC”) identifies the potential public health threat posed by COVID-19 both globally and in the United States as “high,” and has advised that person-to-person spread of COVID-19 will continue to occur globally, including within the United States;

**WHEREAS**, on January 31, 2020, the United States Department of Health and Human Services Secretary declared a public health emergency for COVID-19, beginning on January 27, 2020;

**WHEREAS**, on February 29, 2020, Governor Jay Inslee proclaimed a state of emergency within the State of Washington due to COVID-19;

**WHEREAS**, on March 13, 2020, the President of the United States declared a National Emergency concerning the COVID-19 outbreak;

**WHEREAS**, on March 23, 2020, Governor Inslee issued Proclamation 20-25 “Stay Home – Stay Healthy.” This Proclamation generally required that all people in Washington State immediately cease leaving their home except to conduct or participate in essential activities or for employment in essential business services. It further required that all people in Washington State immediately cease participating in all public and private gatherings and multi-person activities, regardless of the number of people involved;

**WHEREAS**, on May 4, 2020, Governor Inslee issued Proclamation 20-25.3, which amended earlier Proclamations, including Proclamation 20-25, and established a four-phased approach to reopening Washington State. This approach is called “Safe Start Washington” (the “Safe Start Plan”). Under Phase I of the Safe Start Plan, no gatherings are allowed. Under Phase II of the Safe Start Plan, gatherings of no more than five people outside of one’s household are allowed. Under Phase III of the Safe Start Plan, gatherings with no more than ten people are allowed. Each phase is to last for a minimum of three weeks;

**WHEREAS**, on May 29, 2020, Governor Inslee issued Proclamation 20-25.4 “Transition from ‘Stay Home - Stay Healthy’ to ‘Safe Start - Stay Healthy’ County-By-County Phase Reopening.” This Proclamation provides that beginning on June 1, 2020, the Plan will be applied on a county-by-county basis. It further provides that a county that has been in Phase I or II for three weeks may apply to the Secretary of Health to move to the next phase; however, on August 4, 2020, Governor Inslee extended a pause indefinitely for Washington Counties to move forward with phase reopening;

**WHEREAS**, on June 5, 2020, the State of Washington approved Whatcom County's application to move into Phase II under the Plan. Under Phase II, gatherings of no more than five people are allowed;

**WHEREAS**, Glacier Springs Property Owners Association's (GSPOA's) Bylaws provides for an annual general meeting of its members in October at an hour and place as shall be determined by the Board of Directors;

**WHEREAS**, GSPOA has approximately [REDACTED] members who are entitled by the governing documents to attend and participate in the AGM, some of whom are Canadian citizens who are currently unable to cross the border due to the U.S./Canada border closure;

**WHEREAS**, on April 17, 2020, Governor Jay Inslee issued Proclamation 20.51 (the "Community Association Proclamation"), in part, to allow community associations to hold meetings by telephone conference or similar communications equipment and voting by mail or electronic transmission, even if their governing documents did not expressly allow remote meetings or electronic voting. Proclamation 20.51 has been amended repeatedly, and the most recent amendment (Proclamation 20.51.6) is currently set to expire on September 1, 2020;

**WHEREAS**, even if the Community Association Proclamation expires prior to the GSPOA AGM, GSPOA will be unable to hold an in-person meeting because of the limitations on gatherings contained in the Safe Start Plan;

**WHEREAS**, the Board takes notice of the fact that based on the membership composition of GSPOA, a video conference meeting would likely not be well attended by those who would like to attend;

**WHEREAS**, developments in the Safe Start Plan, the Governors Proclamations and the border closure are constantly evolving but GSPOA must finalize a plan now for how the 2020 AGM is to be conducted in order to ensure efficiency, accuracy and reliability; and

**WHEREAS**, in order to comply with applicable laws and to ensure the health and safety of community members, the Board finds it necessary to modify the manner in which the 2020 AGM must be conducted.

**NOW THEREFORE, BE IT RESOLVED** by the Board of Directors of the GSPOA as follows:

1. **Declaration of Emergency.** COVID-19 is a public health emergency that demands immediate action and could, if unattended, seriously affect the safety, health, or welfare of its members.
2. **Annual General Meeting.** For purposes of the 2020 Annual General Meeting, and in recognition of the emergency resulting from COVID-19:
  - A. The "place" of the meeting as set forth in **Bylaw Article V, Section 1** shall be by "mail" and shall be conducted solely by mail-in ballot.
  - B. With respect to Bylaw Article V, Section 4, a quorum shall be determined by the number of timely submitted mail-in ballots.

4. **Further Procedures.** The Board shall adopt by motion or resolution such other and further procedures as necessary to conduct the 2020 AGM in a manner consistent with law while adhering, to the extent reasonably practicable in the Board's sole discretion, to the provisions of GSPOA governing documents. All such procedures adopted by the Board shall be provided to the membership in the AGM packet.

5. **Existing Procedures.** Except as modified herein or by subsequent Board resolution or motion, all election procedures set forth in GSPOA's Governing Documents shall continue to be in full force and effect.

**DATED** this \_\_\_\_\_ day of \_\_\_\_\_, 2020.

**GLACIER SPRINGS PROPERTY OWNERS ASSOCIATION**

\_\_\_\_\_  
Carmella Bauman, President

\_\_\_\_\_  
Doris Roosma

\_\_\_\_\_  
Rick Benson

\_\_\_\_\_  
Kevin Roosma

\_\_\_\_\_  
Diana Clinch

\_\_\_\_\_  
Elizabeth Lowry

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Jim Klessig