

**MT. KEMBLE LAKE ASSOCIATION, INC. (the “Association”)**  
**RESOLUTION TO PERMIT BOARD AND ANNUAL MEETINGS**  
**BY REMOTE CONFERENCING**

WHEREAS, on March 11, 2020, the World Health Organization Declared the COVID-19 outbreak to be a pandemic;

WHEREAS, in response to the pandemic the government of the United States and, the State of New Jersey, among others, declared states of emergency;

WHEREAS, the State of New Jersey, in an attempt to assist corporate entities, amended the New Jersey Business Corporation Act (N.J.S.14A:5-1) to permit the holding of shareholder meetings using remote communications during the time of a state of emergency that has been declared by the Governor;

WHEREAS, the New Jersey Legislature passed and, on April 14, 2020, the Governor signed Senate Bill No. 2342, amending the New Jersey Nonprofit Corporation Act (N.J.S.15A:5-1) to permit the holding of member meetings using remote communications during the time of a state of emergency that has been declared by the Governor;

WHEREAS the Board of Trustees of the Association seeks to provide for the health, safety, and welfare of its trustees, officers, members, agents and consultants;

WHEREAS the holding of an open public Board or Annual Meeting would contravene the existing laws, Order, restrictions, and requirements of this State and could endanger any participants; and.

NOW, THEREFORE, BE IT RESOLVED on this 25<sup>th</sup> day of January, 2021, as follows:

The Association may, during the pendency of the pandemic and the New Jersey State of Emergency and until further notice, if and to the extent otherwise permitted by applicable laws and the Association’s governing documents, exercise its right to conduct its Board meetings, annual (election) meetings, and special or other member meetings by remote communication as follows and in accordance with the Procedures and Guidelines attached to this Resolution:

1. Notice of the Board, annual, special and other member meetings shall continue to be provided in accordance with the Association’s Bylaws and applicable laws and shall, where applicable, include a description of the means of remote communication that is to be utilized;
2. The Association shall make all necessary arrangements for the use of videoconferencing and/or teleconferencing platforms to conduct the business of the Board and annual meeting;

3. The remote conferencing platform chosen shall provide the capability to verify that each person participating remotely is a member of the applicable body (i.e. of Board and/or the Association);
4. The remote conferencing platform chosen shall, where required by the Bylaws and by applicable laws, allow each member to have an opportunity to reasonably participate, including an opportunity to vote on matters submitted to the membership, and to read or hear the proceedings substantially concurrent with the proceedings;
5. A record shall be maintained of the proceedings and all votes or other actions taken by remote communication at the meeting as required by the Bylaws and applicable laws; and
6. Any provisions of the Bylaws of Association that are in conflict with this resolution be suspended until further resolution by the Board.

Attest:

**Mt. Kemble Lake Association, Inc.**

**By:** \_\_\_\_\_

**Name: Gail H. Allyn**

**Title: Secretary**

**MT. KEMBLE LAKE ASSOCIATION, INC.**

**GUIDELINES AND PROCEDURES FOR REMOTE  
BOARD AND MEMBER/ANNUAL MEETINGS**

1. Whenever remote conferencing is allowed by the Board of Trustees of the Association, a member participating by remote conferencing shall be deemed present and entitled to vote at the meeting.
  
2. Any remote conferencing platform employed shall, at a minimum, be enabled to:
  - a. verify that each person participating remotely is a member or, if applicable, a proxy of a member of the applicable body (i.e. of the Board of Trustees or of the Association);
  - b. provide each member participating remotely with a reasonable opportunity to participate in the meeting, including an opportunity to vote on matters submitted to the members, and to read or hear the proceedings of the meeting substantially concurrent with those proceedings; and
  - c. record and maintain a record of any votes or other actions taken by remote communication at the meeting.
  
3. Notice of any meeting shall be provided to potential participants consistent with the Bylaws and resolutions of the Association and consistent with any applicable laws, and may be sent via postal notice, emails, “eblasts,” and other means reasonably intended to reach the broadest number of members and/or participants entitled to such meeting notice, and shall describe the means and provide instructions for accessing remote participation.
  
4. Any meeting conducted by remote conferencing will proceed and be conducted consistent with the Bylaws and resolutions of the Association and consistent with any applicable laws. Determination of a quorum may, for instance, be done through any electronic platform that can register participants’ attendance or through a roll call of those participating.
  
5. A meeting shall proceed as governed by the Bylaws and by any applicable resolutions of the Association, shall be consistent with any applicable laws, and shall be in accordance with any agenda that may be prepared for such meeting.

6. If a quorum exists and there are any matters during the course of the meeting requiring a vote of the membership, such votes shall be recorded electronically through the remote platform employed, by means of a roll call vote, by absentee ballot, and/or by proxy vote, in accordance with the Bylaws and consistent with any applicable laws. The foregoing shall not preclude the use of facsimile, electronic mail, or other means of voting if and to the extent permitted by the Association and by applicable laws.

7. Qualified participants of the meeting may, in the discretion of the Board and subject to the participant's rights under the Bylaws and under any applicable laws, be allowed to pose questions as permitted by the remote conferencing technology employed (*e.g.*, a chat box or verbal means of communication) and/or by facsimile, electronic mail, or similar means acceptable to the Board.