

**BOARD RESOLUTION ADOPTING
ELECTRONIC VOTING AND PARTICIPATION FOR ASSOCIATION MEETINGS
AND ELECTIONS POLICY**

CONQUISTADOR CONDOMINIUM v///ASSOCIATION, INC.

WHEREAS, Chapter 718, Florida Statutes, applies to the residential parcels of the Association, Section 718.128(4), Florida Statutes (2022) provides that an association may conduct elections and other owner votes through an Internet-based online voting system and/or the use of electronic notice if an owner consents, in writing, to online voting and/or electronic notice and if various requirements are met; and

WHEREAS, Chapter 617, Florida Statutes, applies to the Association, Section 617.0721(3), Florida Statutes, states the following regarding attending meetings via remote audio or video means:

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; and

WHEREAS, the Board has determined it to be in the best interest of the Association to enable the use of electronic voting and/or electronic notice in Association matters and to create the requisite authority for remote participation authorized by the above-referenced statute.

NOW THEREFORE, it is resolved as follows:

- 1. The Association may permit Owners who desire to do so the ability to utilize electronic voting in conformance with the above-referenced statute, as amended from time to time, as well as any applicable administrative rules of the Florida Department of Business and Professional Regulation, as may now exist, be hereafter adopted, or as the same may be amended from time to time.

2. The Board may determine that utilizing electronic voting is not in the best interests of the Association as to any particular meeting or election. Accordingly, there shall be no obligation for the Association to utilize electronic voting at any particular meeting or election.

3. Notice to Owners of the opportunity to vote through an online voting system shall be provided as required by law.

4. The Association hereby adopts the following forms which are incorporated into this Resolution by reference:

4.1 Attached as **Exhibit "A"** is the "Consent to Electronic Voting and/or Consent to Receive Electronic Notice of Meetings," which an Owner may sign and file with the Association, or which may be affirmed by the Owner, in order for an Owner to be entitled to vote by electronic means and/or to receive electronic notice of meetings; and

4.2 Attached as **Exhibit "B"** is the "Revocation of Consent to Electronic Voting and/or Revocation of Consent to Receive Electronic Notice of Meetings," which an Owner may sign and file with the Association, or which may be affirmed by the Owner, to revoke their consent to electronic voting and/or their consent to receive electronic notice of meetings.

Unless prohibited by law, an e-mail notification from an Owner to the Association or the Owner's completion of an online voting consent or revocation form may be used in lieu of a signed consent or revocation form, in which case the terms of the attached consent and revocation forms are incorporated by reference and shall be deemed affirmed by the Owner when consent is given or revoked by e-mail.

5. In order to implement electronic voting, the Association may contract with an outside vendor or other party that provides electronic voting services (referred to collectively hereinafter as the "Provider"). The Board shall use reasonable judgment to ensure that such Provider's services comply with the requirements of law.

6. The Association or its agent shall notify Owners in meeting notice materials, as provided by law, of the ability to vote electronically, including, but not limited to, the Provider's e-mail address or website in a manner the Association reasonably believes to be sufficient to enable Owners to participate in electronic voting.

7. Owners who consent to vote by electronic means may still vote in person, if they choose, by paper means (use of proxies and ballots), or may send proxies to the Association by facsimile transmission or electronic mail, to the extent the Association otherwise receives and accepts proxies through such media. In the event of multiple votes cast by a Unit as to the same matter, the vote cast first in the election of Directors shall prevail, while the last vote cast will prevail with respect to non-election issues. The Board of Directors has the authority to set cutoff times for electronic voting in connection with the notice of any meeting where electronic voting will be used. In the absence of the Board of Directors announcing a different cutoff time / date for electronic voting, all electronic votes other than votes for the election of directors shall be cast at least **one (1)** hour in advance of said meeting at which time the ability to vote electronically shall be deemed closed for that meeting or election. Votes for the election of directors shall be cast on or before the start time of the meeting at which the election will be held. In any instance wherein a meeting is lawfully adjourned and continued to a new time and date, for such matters to be voted

upon but the question has not yet been called, the electronic voting shall be reopened following the adjournment to allow the Unit Owner to cast an electronic vote until **one (1)** hour in advance of the reconvening of the meeting, at which time the ability to vote electronically shall be deemed closed for that continued meeting.

8. By signing or affirming the consent form attached as Exhibit "A" hereto and otherwise choosing to vote electronically as enabled by these Rules, each Owner recognizes that the Association cannot control the practices of third parties regarding internet communications and use of the Owner's e-mail address. As such, and as a condition of the Association's agreement to permit electronic voting, each Owner who consents to electronic voting releases and waives any claim against the Association pertaining to such voting, including, but not limited to, the transmission or placement of "viruses," "malware," "spyware," "cookies," and the like. Each Owner who consents to electronic voting also consents to the Association's publication of their e-mail address, as well as other information (including necessary personal identifying information) to Providers or other third parties to the extent and as may be reasonably necessary to enable the use of electronic voting processes. Such information shall not be considered an official record and shall not be available for Owner inspection unless required by law.

9. By signing or affirming the consent form attached as Exhibit "A" hereto, each Owner further recognizes that internet/electronic communications may be subject to failure, interruptions, or other problems due to a variety of reasons, including, but not limited to, Owner operator error, Provider system or server failures, "spam" blockers, power outages, and the like. As such, and as a condition of the Association's agreement to permit electronic voting, each Owner who consents to electronic voting releases and waives any claim or challenge to such voting, including, but not limited to, situations where a Unit Owner vote was not received or counted by the Association due to no fault of the Board or management.

10. The Board of Directors hereby authorizes attendance by means of remote communication pursuant to Section 617.0721(3), Florida Statutes.

This Resolution was adopted by the Board of Directors on the 17 day of April, 2024, and is effective upon adoption. There are Five (5) total Board members. The number of Board members who voted in favor of this Resolution is 5. The number of Board members who voted against this Resolution is 0. The vote of each Director is reflected in the minutes of the meeting at which this Resolution was adopted.

CONQUISTADOR CONDOMINIUM VIII
ASSOCIATION, INC.
By: Marta Gorton
MARTA GORTON, President
Date: 4-17-2024

(CORPORATE SEAL)