

## Board Resolution

### The 2010 Cloister Owners' Association, Inc. COVID-19 Virtual Meeting and Electronic Voting Authorization

The Board of Directors ("Board") for The 2010 Cloister Owners' Association, Inc. ("Cloister" or "Association"), hereby adopts this Board Resolution this 10<sup>th</sup> day of ~~January~~ <sup>FEBRUARY</sup>, 2021 and resolves as follows:

**WHEREAS**, due to the COVID-19 (aka Coronavirus) pandemic, and in accordance with directives from the Governor for the State of Tennessee, Bill Lee, and recommendations by the Centers for Disease Control and Prevention that limitations be placed upon gatherings of people unless such gatherings are unavoidable, and in accordance with the authority of the Board to act on behalf of the Association granted by Tennessee Code Annotated §48-58-101(b), and the powers granted to the Board by Tennessee Code Annotated §48-53-102(a)(19) to do all things necessary or convenient, not inconsistent with law, to further the activities and affairs of the corporation, it is hereby

**RESOLVED** by the Board that as of the date of this Resolution, Tennessee is at Level 3 State of Emergency Status which means the Tennessee Emergency Management Plan (TEMP) has been activated. In accordance with the Emergency Powers granted to the Board by Tennessee Code Annotated §48-53-103, all actions taken in good faith during an emergency by the Board will bind the Association and may not be used to impose liability upon the Board of Directors, officers, Community Management Associates or the community manager, Erica Sullivan; and,

**IT IS FURTHER RESOLVED**, that to comply with the directives and recommendations from the aforementioned authority, all meeting of the Cloister, including meetings of the Board of Directors, may be conducted by any virtual platform to include, but not limited to Zoom Video Communications, Go to Meeting, RingCentral or any other virtual or electronic platform as long as the identity of each Association Member and/or Board Member may be authenticated and the vote of each Association Member and/or Board Member at such meeting can be verified as being cast by such Member; and,

**IT IS FURTHER RESOLVED**, that Electronic mail ("email") delivery of all meeting notices shall be an acceptable means of sending notice of any such meeting if the Board or the Association's property manager can reasonably rely upon the email address provided to it by each Association Member to whom such notice is being emailed, and the email transmission is not returned to the Board or Association property manager as undeliverable; and


**IT IS FURTHER RESOLVED**, that Electronic voting shall be an acceptable means of voting by Association Members and/or Board Members upon any matter which may come before the Association or Board at any annual or special meeting if the Board or the Association's property manager can reasonably rely upon the accuracy of each Member's identity, that only one (1) vote per Unit is cast, that the vote cast was so cast by the Member represented by such vote, and that each Member vote was cast by a Member who is eligible to vote; and,

**IT IS FURTHER RESOLVED**, that at all meetings of the Board of Directors, each of the Directors may vote upon Association business by email to the Association Secretary or to the community manager, or conduct any or all meetings of the Board of Directors by conference call and cast votes for Association business by verbal vote which shall be tallied and recorded by the Association Secretary or the Association community manager.

**IT IS FURTHER RESOLVED**, that this Resolution shall remain in effect until Tennessee is no longer in a state of emergency or at such time that the Board may determine as reasonable.

Enacted this 10<sup>th</sup> day of FEBRUARY, 2021

**THE CLOISTER 2010  
OWNERS' ASSOCIATION, INC.**

  
\_\_\_\_\_  
JAMES E. EAST, President