

RESOLUTION REGARDING ANNUAL MEETING
OF THE GLEBE HARBOR CABIN POINT ASSOCIATION, INC.

FOR THE REASONS STATED BELOW, the directors of the Glebe Harbor-Cabin Point Association adopt the following resolution regarding the 2020 annual meeting of the corporation.

—REASONS FOR THIS RESOLUTION—

1. The novel Corona virus of 2019 (“COVID”) has created a health crisis in the Commonwealth of Virginia and across the nation.

2. By and through several executive orders of Virginia’s Governor, a COVID related state of emergency existed in Virginia between March 12, 2020 and June 10, 2020.

3. The various executive orders contained mandatory stay at home provisions for citizens and prohibited most public gatherings. Specifically, Executive Order 55, which was in effect between March 30, 2020 and June 10, 2020, prohibited the gathering of more than ten people. The Order provided:

All public and private in-person gatherings of more than ten individuals are prohibited. This includes parties, celebrations, religious, or other social events, whether they occur indoor or outdoor.¹

4. Notwithstanding the end of Virginia’s public emergency on June 10, 2020, Virginia’s governor has issued various other orders and mandatory guidelines pertaining to public gatherings which continue in effect as of the date of this resolution.

5. Specifically, Amended Executive Order 65 provides as follows:

All Public and Private In-Person Gatherings All public and private in-person gatherings of more than 50 individuals are prohibited. A

¹ Executive Order 55, p. 2, ¶ 2.

“gathering” includes, but is not limited to, parties, celebrations, or other social events, whether they occur indoors or outdoors.²

6. Glebe Harbor-Cabin Point Association, Inc. (the “Corporation”) is a Virginia nonstock membership corporation. Its bylaws require that the corporation conduct an annual meeting each year during the month of June.

7. The Corporation has more than 1,000 members entitled to vote at its annual meeting. Attendance at past meetings has routinely exceed 50 participants.

8. The Corporation’s board of directors cannot hold an in person annual meeting because of the executive orders referred to above. Moreover, the unsettled public situation relating to executive orders and the health emergency have made it impossible for the board of directors to predict what restrictions can be expected pertaining to public gatherings and to plan accordingly for the Corporation’s annual meeting.

9. The board of directors is mindful of the responsibility to conduct an annual meeting in conformity with the bylaws and desires to comply with its responsibilities.

10. After consulting with counsel, the board of directors (“the Board”) desires to adopt this resolution in order to provide for a meaningful annual meeting that complies with the Corporation’s bylaws.

— RESOLVED —

NOW THEREFORE, we the Glebe Harbor-Cabin Point Association, Inc. Board of Directors, does hereby resolve, direct and order the following:

A. The Board’s action of April 2, 2020 postponing the annual meeting is vacated.

² Amended Executive Order 65, p. 11, ¶ 2.

B. An abbreviated annual meeting will be convened at 7:00 p.m. on June 30, 2020.

The agenda shall consist of only the following:

1. Call to Order.
2. Motion suggesting the absence of a quorum.
3. Order by the President to adjourn the meeting and to reconvene on August 22, 2020 at 9:30 a.m.

No business shall be conducted at the above described annual meeting except for adjournment and continuation of the meeting to the above date and time certain. Due to the health emergency, this meeting shall be conducted by video conference call and no members shall be allowed to participate.

C. To the extent possible, based upon health directives and executive orders then in effect, the reconvened meeting on August 22, 2020 will be conducted in a traditional manner, with members admitted to the meeting room, subject to gathering limitations and social distancing requirements specified under state law, including any executive order of the governor. That meeting shall be conducted at 751 Glebe Harbor Dr, Montross, Virginia 22520.

D. No business shall be conducted at the reconvened meeting except for election of three directors. The only other item of business traditionally considered at the Corporation's annual meeting is an annual report to the membership. That report shall be provided to the entire membership in writing by posting on the Association's website (gh-cp.org).

E. The Board has determined that if current social distancing requirements continue, the maximum number of persons permitted in the clubhouse is fifty (50) persons, a number that coincides with current gathering limitations.

F. If gathering limitations and social distancing requirements now in effect continue to the date of the reconvened meeting, only the first fifty (50) members entitled to vote shall be admitted to the meeting. Members not admitted to the meeting will be permitted to wait outside of the clubhouse in groups of fifty (50) or fewer persons, with each member of each group wearing a mask and maintaining appropriate social distancing. Based upon past meeting attendance, the board does not anticipate a group larger than fifty (50) members, but the board reserves the right to direct additional groups of fifty (50) persons to assemble at safe distances from any other groups.

G. In accordance with the bylaws, nominations for directors shall be permitted from the floor. Directors shall be elected for a term ending at the 2023 annual meeting of the Corporation.

H. Members initially excluded from in-person participation at the reconvened meeting shall receive information regarding floor nominations, shall be permitted to make nominations themselves, and shall be permitted to vote for any properly nominated candidate.

I. The Board shall adjust the procedure specified above if executive orders and/or guidance from the Commonwealth of Virginia enlarge or reduce the number of persons permitted at in-person gatherings. Any such action by the Board shall be prudently guided by the following considerations in the following order of priority:

1. Requirements of public health.
2. The reasonable safety of members
3. The importance of in-person participation of members in the annual meeting.

L. The Secretary is directed to issue notices and proxy forms consistent with the resolution.

M. In accordance with Virginia Code Section 13.1-857 (F), current directors of the corporation shall remain in office until election of their successors.

N. The Secretary shall make available a copy of this resolution to all members in conjunction with notice of the annual meeting by posting on the Association's website (ghcp.org).

Adopted by the Board of Directors on June 19, 2020.

ATTEST:

Barbara K. Cole
Secretary