

RESOLUTION TO ADOPT POLICY
BY
FORMAL ACTION OF THE BOARD OF DIRECTORS
OF
THE WHEATLANDS HOMEOWNERS ASSOCIATION
REGARDING
ELECTRONIC VOTING, NOTICE AND PROXIES

PREAMBLE

WHEREAS, the meeting of the Board of Directors of The Wheatlands Homeowners Association (the "Association") was duly called and held pursuant to the Illinois General Not-For-Profit Corporation Act of 1986 and the Association's Declaration and By-laws, and proper notice was duly served on the members of the Association, a quorum of the Board of Directors being present at the meeting as identified below, and the meeting being properly convened and proceeding with Association business including resolutions and amendments and specifically the amendment set forth herein; and

WHEREAS, the Association is administered by a duly elected Board of Directors (the "Board") in accordance with a certain Declaration and By-Laws; and

WHEREAS, the Board of Directors is charged with the responsibility of maintaining and administering the property and acting in the best interests of the members of the Association; and

WHEREAS, 765 ILCS 160/1-85(a) (Use of technology) of the Common Interest Community Association Act (the "Act"), as amended, permits that any notice required to be sent or received or signature, vote, consent, or approval required to be obtained under any condominium instrument or any provision of the act may be accomplished using technology generally available at that time; and,

WHEREAS, the Association's Declaration and Bylaws are silent on the subject of electronic voting, electronic notice and electronic proxies; and,

WHEREAS, 765 ILCS 160/1-25(i) of the Act, as amended, permits the Board of Directors by rule to conduct elections using electronic means or acceptable technology;

WHEREAS, the Board of Directors has determined it to be in the best interests of the Association to permit and regulate (i) the use of electronic voting for any vote to be taken by Association Members upon a stated proposal or for the election of directors, (ii) the

elimination of the use of proxies in elections where electronic voting is being used, and (iii) electronic notice for meetings of the Members of the Association.

NOW THEREFORE, in furtherance of the above stated determinations, objectives and goals, the Board, by resolution and on behalf of the Association, does hereby adopt the following Resolution as follows:

I. DEFINITIONS

A. "Acceptable Technological Means" includes, without, limitation, Electronic Transmission over the Internet or other network, whether by direct connection, intranet, telecopier, or electronic mail.

B. "Electronic agent" means a computer program or an electronic or other automated means used independently to initiate an action or respond to electronic records or performance in whole or in part, without review or action by an individual.

C. "Electronic record" means a record created, generated, sent, communicated, received, or stored by electronic means.

D. "Electronic signature" means an electronic sound, symbol, or process attached to or logically associated with a record and executed or adopted by a person with the intent to sign the record.

E. "Electronic Transmission" means any form of communication not directly involving the physical transmission of paper, that creates a record that may be retained, retrieved, and reviewed by a recipient and that may be directly reproduced in paper form by the recipient through an automated process.

F. "Information Processing System" means an electronic system for creating, generating, sending, receiving, storing, displaying, or processing information which includes the Internet or the community or other network, whether by direct connection, intranet, telecopier, or electronic mail.

G. "Security Procedure" means a procedure employed for the purpose of verifying that an Electronic Signature, record, or performance is that of a specific person or for detecting changes or errors in the information in an Electronic Record. The term includes a procedure that requires the use of algorithms or other codes, identifying words or numbers, encryption, or callback or other acknowledgment procedures.

II. AUTHORITY TO ACCEPT VOTES OF MEMBERS BY ELECTRONIC TRANSMISSION

A. 765 ILCS 160/1-85(b) of the Act provides that the "association, unit owners, and other persons entitled to occupy a unit may perform any obligation or exercise any right under any community instrument or any provision of this Act by use of any technological means that provides sufficient security, reliability, identification, and verifiability."

B. 765 ILCS 160/1-85(d) of the Act provides that “voting on, consent to, and approval of any matter under any community instrument or any provision of this Act may be accomplished by Electronic Transmission or other equivalent technological means, provided that a record is created as evidence thereof and maintained as long as the record would be required to be maintained in nonelectronic form.”

C. 765 ILCS 160/1-85(c) of the Act provides that “a verifiable Electronic Signature satisfies any requirement for a signature under any community instrument or any provision of this Act.”

D. 765 ILCS 160/1-85(f) of the Act provides “[i]f any person does not provide written authorization to conduct business using Electronic Transmission or other equivalent technological means, the [Association] shall, at its expense, conduct business with the person without the use of Electronic Transmission or other equivalent technological means.”

III. ELECTION OF DIRECTORS BY THE MEMBERS

A. As more fully set forth in the By-Laws, Directors will be elected by the Members annually with four (4) Director Positions up for election in certain years and the other three (3) Director positions up in the following year. Directors will be elected for two (2) year terms.

B. Any Member who desires to run for the Board of Directors shall submit notice of his or her candidacy for election as a Director of the Association to the Secretary, designated property manager or Election Chair (if any) of the Association. Included with the submission for candidacy, the Member can submit a biographical statement and position statement. Any such statement, if timely submitted, shall be included with Notice of the Annual Meeting and information regarding candidates for the Board of Directors distributed to the Members.

C. All elections to the Board shall be conducted using electronic voting as described below.

D. Proxy votes, proxies and mail-in secret ballots, for the purpose of election of Board of Directors, are prohibited. At the discretion of the Board, however, mail-in Association issued ballots, as described in Section 1-25(h-5)(3) of the Act, can be used in an election to the Board of Directors.

E. The Board of Directors shall be authorized to employ the mechanics of electronic voting described in Article IV of this resolution to ensure that the vote cast by the Members for an individual candidate are secret.

IV. PROCEDURE FOR SUBMITTING VOTES BY ELECTRONIC TRANSMISSION

A. Electronic submission of votes shall only be permitted for, and this Article IV, shall only be applicable to, votes to be taken of the Association Members upon a stated

proposal or for the election of directors. Electronic voting shall not be permitted and this Article IV shall not be applicable to any other vote of the Association.

B. Instructions regarding the use of Electronic means or Acceptable Technological Means for voting shall be distributed to all Members not less than ten (10) and not more than thirty (30) days before the annual or election meeting. The instruction notice must include the names of all candidates who have given the Board of Directors or its authorized agent timely written notice of their candidacy.

C. Additionally, the instruction notice must give the Member voting through Electronic or Acceptable Technological Means the opportunity to cast votes for candidates whose names do not appear on the ballot.

D. The Board of Directors shall have the authority to select and contract with an electronic voting company which employs an Electronic Agent and Information Processing System to administer any issue to be voted on electronically. In the event an electronic voting company is selected and utilized, the Association Members shall utilize such system and the procedures established by the selected electronic voting company, if any, shall control over those set forth below.

E. In the event that the Board of Directors decides not to utilize the services of an electronic voting company, the Board of Directors may accept Member votes sent by Electronic Transmission when such transmission contains information that will allow an objective determination that the Member authorized the transmission. Such transmission may be by facsimile ("fax") or electronic mail. It may also be made by sending information electronically to an Electronic Agent or secure, reliable Information Processing System authorized by the Board of Directors to accept such information.

F. Before a Member may send their vote by Electronic Transmission, the Member shall provide the Board of Directors or management with the following information:

1. The type of Electronic Transmission or Information Processing System to be used (i.e., a fax, electronic mail, etc.). The Member may specify more than one medium.
2. For each medium specified, the Member shall include:
 - a. The Electronic Signature that they will affix to the vote.
 - b. The Security Procedure to be included in the Electronic Transmission.

Collectively, these features form the basis upon which the Board may determine whether the Member authorized the transmission. The Board may reject the Electronic Transmission if any one of the above features is unclear provided that the Board shall specify the information upon which it relied in determining the vote invalid.

G. The instructions provided to the Member shall state that a Member who submits a vote using electronic or Acceptable Technological Means may request and cast a ballot in person at the election meeting, and thereby void any vote previously submitted by that Member.

V. ELECTRONIC NOTICE PROCEDURES

A. The Board of Directors hereby adopts a rule that, notwithstanding any terms and provisions contained in the Declaration, By-laws or the Act, the Member, as described below, can authorize electronic delivery of notices and other communications required to each Member who provides the Association with written authorization. Each Member shall designate an electronic address or a U.S. Postal Service address, or both, as the Member's address on any list of Members which the Association is required to maintain.

B. Any electronic address provided by the Member pursuant to this Rule and Resolution shall be included in the Association's records for all other purposes of the Declaration, By-laws and the Act.

C. Members who consent to receiving notices of meetings of the Association and any other communication from the Association by Electronic Transmission in lieu of mailed or hand-delivered notices shall receive such electronic notice of annual and special meetings of Members. The consent submitted to the Association shall include the following:

1. A verified email address or fax number at which the Member shall receive notices;
2. A statement that the Member agrees to accept the communication and notices by Electronic Transmission and that said transmission shall substitute fully for mailed or hand-delivered notices.

D. A Member may revoke his or her consent to electronic notice and any other electronic communication from the Association if the Member provides written notice of revocation to the Association. It is solely the responsibility of the Member who has given consent to receive electronic notices and electronic communication to ensure that the Association is furnished with any changes to the email address or fax number to which notices are delivered. Unless and until the Member furnishes a revocation or amendment regarding said address or number, the Association shall be deemed to have complied with its notice requirement by delivering electronic notice to the last known address or number on file with the Association.

E. Directors may also receive notice of regular or special meetings of the Board by Electronic Transmission upon providing their consent in writing to receive such notice in the consent form described above.

F. If any Member does not provide written authorization to conduct business using Electronic Transmission or other equivalent technological means, the Association, at its

expense, shall conduct business with the person without the use of Electronic Transmission or other equivalent technological means.

VI. GENERAL

A. The terms used herein, if not otherwise defined, shall have the same meaning described to them in the Declaration or By-laws.

B. The language of this Resolution shall govern any conflicts between this document and prior Rules and Regulations.

C. Except as to the extent expressly set forth herein above, and as amended, the Declaration, By-laws and Rules and Regulations shall continue in full force and effect without change.

D. The Resolution and the procedures and remedies authorized herein shall be effective when and after the Association has mailed or delivered notice of this Resolution to all Owners, and shall remain in effect until revoked by resolution by the Board.

Thereupon, on motion duly made and seconded, the above determinations, objectives, goals, and resolutions were adopted and acknowledged this 11th day of February, 2015, at Aurora, Illinois, by the following roll call vote:

<u>Ayes</u>	<u>Nays</u>	<u>Abstaining</u>	<u>Votes</u>	<u>Directors Voting</u>
1				<u>Daniel Kuehl</u>
1				<u>John L. Pickett</u>
1				<u>Mr. J. P. ...</u>
1				<u>Theresa Roberts</u>
1				<u>John Sepnis</u>

CERTIFICATE

I, the undersigned, hereby certify that I am the duly elected, qualified and acting Secretary of The Wheatlands Homeowners Association ("Association") an Illinois not-for-profit corporation; that I am the custodian of the records of the corporation and that the attached is a true, correct, and accurate copy of the Board of Directors Resolution to Adopt Policy Regarding Electronic Voting, Notice and Proxies.

IN WITNESS WHEREOF, I have hereunto set my hand this 11th day of February, 2015.

THE WHEATLANDS HOMEOWNERS ASSOCIATION

By: Theresa Roberts
Its Secretary