



Waters Landing Association, Inc.

20000 Father Hurley Blvd. □ Germantown, MD 20874 □ 301-972-3681 □ www.waterslanding.org

September 17, 2026

Re: Understanding the New Annual Meeting Policy

Dear Waters Landing Member:

At last year's Annual Meeting, several motions raised by members did not officially pass. This caused confusion and concern in the community. We want to explain what happened, why it happened, and what has been done to address it.

What Happened

Business was properly conducted at the meeting, but several floor motions still fell short of the 51% needed to officially pass.

Under our Bylaws, for any specific motion to pass at a meeting, it needs 51% of the members in attendance, whether present in person, by proxy, to vote in favor. Several motions raised from the floor last year did not reach that threshold, even though quorum to hold the meeting had been met and business was properly conducted. This isn't a new problem. It's built into how our governing documents define passage of a motion, and it has likely affected past meetings too. It simply became visible last year because motions were formally raised and the vote count was closely reviewed. Multiple attorneys the Board consulted confirmed this is how the rules work.

This is not about any one member's votes.

Some members have asked whether this is related to one member holding a large number of votes. It isn't the deciding factor. Even setting that member's votes aside, the motions still would not have reached the 51% of attendance needed to pass. This is a structural issue with how the passage threshold works, not a matter of any one owner's votes.

What the Board Did

The Board listened at the meeting and acted on nearly everything raised, even without an official vote requiring it to.

Even though the motions didn't officially pass, the Board treated the meeting exactly as intended: a chance to hear directly from the community. Of the six issues members raised, the Board approved five: posting association contracts through the Connect portal, publishing meeting minutes faster, holding future annual meetings in hybrid format, assigning more than one Board member and staff to engage directly with Montgomery County on public business, and create a new voting procedure and annual meeting policy to address issues from the 2025 meeting. The sixth, a request to add open community forum time to regular Board meetings, was not formally adopted as proposed; the Board has since moved its existing open forum earlier in the meeting agenda to test whether that addresses the underlying concern. It's also



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worth noting that a motion passing at a meeting has never been binding on the Board. Motions are how members tell the Board what matters to the community; the Board still must weigh cost, feasibility, and impact before acting. In that sense, the process worked as intended last year, even though the vote count came up short.

How the Policy Was Developed

This Policy took eight months, went out for public comment in April, and reflects that input and legal review.

This Policy took about eight months to develop. The Board discussed it at multiple regular meetings and held additional working sessions dedicated to it. A draft version went out to every homeowner in April, by mail and on the website, with over a month for members to comment. The Board received seven responses and worked with legal counsel to determine what could be included consistent with our governing documents and Maryland law. The final version is very similar to the one shared in April. It's longer only because it now includes required attachments like sample ballots and proxy forms, not because the core approach changed.

How This Solves the Problem

Submitting proposed matters as Ballot Questions before the meeting, instead of only from the floor, gives them a real chance to reach the 51% needed to pass, because it lets every participating member vote on them.

This does not take away anyone's right to raise a motion from the floor at the Annual Meeting. That right is not changing. What the Policy adds is an earlier path that gives a proposed matter a real chance of passing.

The 51% needed to pass a motion is measured against everyone in attendance, whether present electronically, in person, or by proxy. When a new motion is raised from the floor that nobody anticipated, it runs into three separate problems that a motion submitted ahead of time does not have:

- A member who already voted electronically is counted as in attendance, but they are not present to cast a vote on a brand new floor motion they never saw.
- A member represented by an instructed proxy runs into the same wall. Their proxy holder can only vote the way they were told to in advance, and there is no instruction covering a motion that did not exist when those instructions were given.
- An uninstructed proxy does not fill the gap either. Under our Bylaws, no individual unit owner may hold more than one proxy. The only exception is the managing agent, who may hold multiple proxies, but the managing agent will not exercise discretion to vote on a substantive floor motion without direction from the actual unit owner.



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Put together, a motion raised from the floor loses access to a large share of the very members counted as in attendance, simply because they were not able to weigh in on a matter they never saw coming. That is why floor motions have repeatedly fallen short of the 51% needed to pass, even when the people who could vote on them were overwhelmingly in favor.

Submitting a proposed matter as a Ballot Question ahead of time avoids all three problems. Every participating member, electronic, in person, or by proxy, can see the question in advance and vote or instruct their proxy holder on it directly. The same 51% threshold still applies, but

now everyone counted as in attendance actually has the opportunity to weigh in on the specific matter, not just on the meeting in general. This is why the Policy asks for proposed Ballot Questions in the same mailing that asks for Board candidates.

Moving Forward

Reaching quorum depends on participation, and this Policy is designed to make that participation as easy as possible.

The Board knows that real improvement depends on members participating, whether that's returning a proxy, voting electronically, or submitting a ballot question ahead of time. This Policy is designed to make that as easy as possible, while preserving every right members already have at the meeting itself.

For a full copy of the Annual Meeting Policy including the exhibits, visit waterslanding.org/2026-annual-meeting or contact the office using the information below.

If you have questions about the new Policy or this year's election process, please contact the office at 301-972-3681 or by email at wla@waterslanding.org.

Sincerely,

Benjamin Deering, CMCA, AMS
General Manager

