

WATERS LANDING ASSOCIATION, INC.
ANNUAL MEETING POLICY RESOLUTION

WHEREAS, Article IV of the Declaration of Covenants ("Declaration") of Waters Landing Association, Inc. ("Association") and Article IV of the Association's Bylaws provide that a meeting of the membership of the Association be held annually; and

WHEREAS, Article IV, Section 2 of the Bylaws provides that at the Annual Meeting, the membership shall elect Directors of the Association, and may conduct other business; and

WHEREAS, Article IV, Section 6 of the Bylaws requires a quorum of members representing at least 51% of the votes in the Association to conduct business at a meeting; and

WHEREAS, §11B-111(6) of the Maryland HOA Act authorizes the Association to call an additional meeting of the membership if a quorum is not achieved on the first attempt, and to count as a valid quorum the number of members who attend the additional meeting; and

WHEREAS, Article IV, Section 8 of the Bylaws provides that the vote of 51% of the members in attendance, in person or by proxy, at the Annual Meeting is required to take any action at that meeting, unless a different vote requirement is expressly imposed for a certain action by other provisions of the Association's governing documents; and

WHEREAS, Article IV, Section 9 of the Bylaws authorizes all members of the Association who are eligible to vote in Association elections to attend meetings and/or cast votes by use of a proxy, provided that no individual other than the Managing Agent may act as the proxy for more than one (1) member; and

WHEREAS, Article IV, Section 13 of the Bylaws permits the Board to appoint an Inspector of Election in advance of the Annual Meeting to oversee the election of directors at the Election or any adjournment thereof; and

WHEREAS, §11B-113.2 of the Maryland HOA Act permits the members of the Association to submit votes and/or proxy forms by electronic transmission; and

WHEREAS, §11B-113.6 of the Maryland HOA Act empowers the Board to determine that any meeting of the Association may be conducted or attended by virtual electronic means, provided that only those members who attend the meeting in person, virtually, or by proxy may vote at the meeting; and

WHEREAS, §11B-118 of the Maryland HOA Act requires that the Association retain an independent party to collect and count ballots, and to certify results of elections to the Board of Directors; and

WHEREAS, the Board has observed that the Association is frequently unable to achieve a quorum at its first attempt to hold an annual meeting, and deems it prudent to prepare for the possibility that an additional meeting will be required each year; and

WHEREAS, the Board has observed that there is substantially greater participation by the membership when meetings and voting is made available electronically; and

WHEREAS, the Board has observed that the requirements of the Bylaws and the HOA Act make it difficult for the Members to achieve sufficient votes at the Annual Meeting to conduct business other than the election of Directors; and

WHEREAS, the Board desires to maximize the ability of the members to attend, vote at, and otherwise participate in the Annual Meeting and the governance and operations of the Association generally;

NOW THEREFORE, BE IT RESOLVED that the Board hereby establishes the following Annual Meeting Policy, with the goal of ensuring fairness, transparency, and efficiency in the conduct of the Association's affairs.

ANNUAL MEETING POLICY
FOR WATERS LANDING ASSOCIATION

I. The Annual Meeting

A. Conduct

1. To allow for the most participation of the Community, the annual meeting should be held in person and online via a video conferencing platform for online meetings that shall be free for residents to use. The in-person meeting shall be held at the Community Center (20000 Father Hurley Boulevard, Germantown, Maryland 20874).
2. Chairperson: The chairperson for the annual meeting should be the General Manager of the Managing Agent. If the General Manager is not available or is unwilling, the Board shall appoint a chairperson in a meeting before the conducted annual meeting.
3. Order of Business: The order of business shall follow Article IV, Section 11 of the Bylaws.
4. Rules of Order and Procedure: Per Article IV, Section 12 of the Bylaws, the rules of order shall be determined by the (chairperson) at such meeting.
5. Members in attendance at the Annual Meeting may make motions from the Floor. The Managing Agent, when acting as a proxy holder, will not vote on any motion made at the meeting unless instructed to do so by the proxy grantor.

B. Inspector of Election

1. The Board shall nominate one or more Inspectors of Election ("Inspector") in a meeting of the Board held prior to issuing ballots. The Inspector(s) may be a representative of a third-party vendor retained to conduct Association elections in accordance with Maryland law.
2. The Inspector(s) shall certify that they do not have a conflict of interest regarding any of the candidates or ballot questions for each Annual Meeting for which they are appointed.

3. At least one Inspector should be present at the Annual Meeting to collect and count any ballots submitted in person at the Meeting, and to certify the results.

II. Meeting Schedule

- A. Annual Meeting: The Annual Meeting shall be scheduled for November each year, on a date that will allow for a reconvened annual meeting, if necessary to be held on the date of the regularly scheduled Board meeting in December.
- B. A Candidate Forum shall be conducted no later than fifteen (15) days before the Annual Meeting.
- C. A Call for Candidates and a Call for Ballot Questions shall distributed to the members no later than sixty (60) days before the scheduled Annual Meeting.
- D. Nominations and Proposals should be submitted to the Managing Agent no later than fifteen (15) days before the Candidate Forum.
- E. A notice of each meeting shall be sent to the Community no later than fifteen (15) days prior to each meeting.
- F. Ballots and proxy forms shall be sent to the Community no later than five (5) days prior to the scheduled Annual Meeting.
- G. Polls shall open at the time that notice of ballots being issued is posted to the community website, and shall close at the time that a Meeting at which a quorum of Members is present is called to order.
- H. Voting results will be available the day after the conducted meeting, or as soon as possible thereafter pending any tabulations that may be needed from business conducted during the annual meeting.
- I. Draft minutes of the annual meeting shall be made available within 15 (15) days of the conclusion of the Annual Meeting. Members may submit proposed revisions to the Management Agent at any time after the draft minutes are posted. The draft minutes may be revised from time to time until approved by the membership at a subsequent meeting.

III. Election of Directors

A. Call for Candidates

1. Form: The Call for Candidates shall be in substantially the form included as Exhibit A to this resolution. The Board may approve updates to the standard form, provided that all forms must include the Waters Landing Association Code of Ethics and Rules of Conduct.
2. Completed forms must be signed by the candidate in order to qualify to be on the ballot. Completed forms that do are not signed or which attempt to nominate an ineligible candidate will be rejected.
3. Timeline: The Call for Candidates should be sent to the Community no later than sixty (60) days before the annual meeting. Completed forms should must be submitted to the Managing Agent no later thirty (30) days before the scheduled Annual Meeting.

B. Candidate Forum

1. A candidate forum shall be conducted each year, no later than fifteen (15) days before the Annual Meeting. Participation by all nominated candidates is encouraged, but not mandatory.
2. The Forum shall be conducted online via a video conferencing platform for online meetings that shall be free for residents to use.
3. The Forum should be chaired by a representative of the Managing Agent. Two (2) members or designees of the Board who are not currently candidates for election may also participate as vice chair and as timekeeper to have a panel up to three (3) participants.
4. The order of business for the Candidate Forum should follow:
 - a. Introduction of candidates in alphabetical order by last name. The order shall then continue with the first candidate going last, the second candidate now going first, etc.
 - b. Asking prepared questions that the candidates have seen before the start of the meeting, similar to, but not limited to
 - i. What does being a Director mean to you;
 - ii. What items in the Community mean the most to you; and
 - iii. What things would you change currently in the Association.
5. Questions from the panel, if they so choose, that the candidates have not seen before the meeting.

6. Questions from the Community, if time allows.
7. Adjournment.

C. Campaigning

1. Candidates are free and encouraged to apprise the Community of their credentials and viewpoints in a reasonable, fair and appropriate way. Flyers, mailings or electronic communications are permissible, but should be civil and not disseminated in a way that causes a negative impact on the Association's/personal property.
2. Distribution of campaign materials is subject to all other rules and regulations of the Association, and to applicable civil statutes and ordinances.
3. The Association shall not endorse or give the appearance of endorsement to any candidate, and no candidate may represent themselves as carrying the endorsement of the Association.
4. Individual Directors may endorse or campaign for candidates, but may not use the resources or platforms of the Association to do so.

IV. Ballot Questions

A. To allow for items to be discussed and voted on during the annual meeting, motions may be proposed before the Annual Meeting and included as Ballot Questions on the ballots and proxy forms distributed to the membership.

B. Solicitation.

1. A "Call for Ballot Questions" shall be distributed to the community along with the Call for Candidates. The call shall be in substantially the form attached to this Policy as Exhibit B.
2. Any member may put a proposed ballot question on the ballot for the Community to provide their input. Proposed Ballot Questions must be received by the Management Agent no later than thirty (30) days prior to the scheduled Annual Meeting.
3. The form shall have a spot for the name of the person filling the form out, as well as the member of the Community who will be seconding the proposed

item for record-keeping purposes. This shall be put on the ballot for the Community's reference.

4. The persons involved in the ballot question must sign the form on which their ballot question is on. Forms that do not comply with these requirements are subject to rejection.

C. Board Review.

1. Proposals that exceed the authority of the Association, or which would constitute an illegal act, will be rejected.
 2. The Board may combine or consolidate proposed ballot questions for clarity or to avoid confusion or potentially conflicting results.
 3. The Board may attempt contact the proponent of any ballot question if needed to understand the purpose of any proposal. If the Board is unable to reasonably discern the intent of a proposal, it may be rejected.
 4. Except as set forth above the Board should approve submitted Ballot Questions.
 5. All proposed ballot measures received by the Board shall be retained as part of the Association's Books and Records.
 6. All approved Ballot Questions shall be included in the Ballot distributed to the Members.
- D. The ballot and proxy forms distributed to members in advance of the annual meeting will include space for casting votes and/or instructing a proxy holder to cast a vote in favor of or against all approved Ballot Questions.

V. Ballots

- A. Form: The Ballot may be paper or electronic. Each type should be similar in setup and be in substantially the form attached to this resolution as Exhibit C.
- B. All nominated and qualified candidates shall be listed in alphabetical order by last name.
- C. Prior Meeting Minutes. Approval of the minutes of any outstanding prior meeting shall be the first ballot question.

- D. Additional motions may be listed as ballot questions if the Board has received timely submission of Ballot Questions.
- E. Voting Window. Upon notice of ballots being sent out, the Inspector(s) of Elections shall accept ballots until a meeting at which a quorum of the members is called to order. Paper ballots may also be accepted by an Inspector from any Member or attends the Meeting at the clubhouse.
- F. The lockbox shall be provided by the third-party vendor, and the logistics will be decided by that vendor. The lockbox should be in a location that is available to the Community during regular office hours.

VI. **Miscellaneous**

- A. This Policy is enacted by the Board pursuant to the authority granted by the Association's governing documents and applicable state law. To the extent that any of the foregoing conflict with this Policy, the foregoing shall supersede the Policy. Under no circumstance shall this Resolution be construed to waive the qualifications for election to and continued service on the Board set forth in the Association's Bylaws for any candidate or Director or any other applicable law or provision.
- B. All terms used in this Policy shall have the same meaning as used in the governing documents of the Association, unless otherwise defined herein.
- C. The procedures set forth in this Resolution are intended to create a consistent, fair and orderly process the Association's Annual Meeting. However, deviation from any procedure set forth herein shall not operate to invalidate the results of any Annual Meeting or election of Directors.
- D. This Policy shall be effective 20 August 2026, and shall apply to all Annual Meetings beginning with that held in 2026, unless altered by a subsequent policy resolution. The Policy shall not be construed to apply to or affect any election occurring before the date hereof.

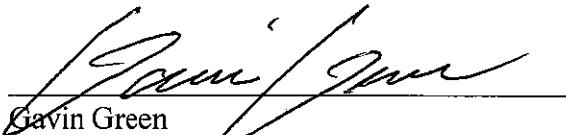
WATERS LANDING ASSOCIATION, INC.

RESOLUTION ACTION SHEET

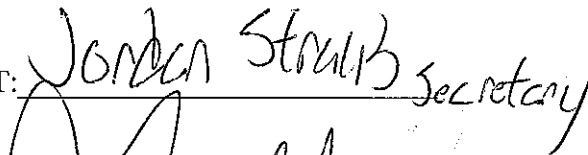
Resolution No.: 2026-005

Annual Meeting Policy

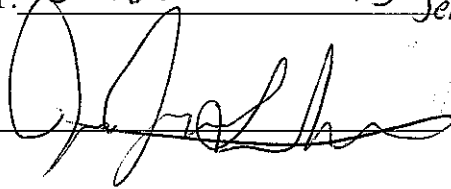
The foregoing motion was duly adopted by the Board of Directors at an open meeting held August 20, 2026, and shall be binding and effective as of this date.


Gavin Green
President, Waters Landing Association, Inc.

17 Sept 2026
Date

ATTEST:  Secretary

9/17/2026
Date

Name: 

WATERS LANDING ASSOCIATION, INC.

Exhibit A

Call for Candidates

Instructions

Thank you for your interest in serving as a Director on the Board for the Waters Landing Association. All candidates are required to complete and submit the following forms to serve as a Director. These forms require candidates to provide certain personal information (only your name will be published) and to acknowledge their agreement to various matters related to their candidacy. Please make sure your form is legible, complete, signed, and delivered to the office on or before the due date stated within. Forms that do not comply with these requirements may be rejected. Please contact the office should you have any questions on how to complete these forms.

Nominee Information

I hereby place my name in nomination as a candidate for Director on the Board of the Waters Landing Association:

Name: _____

Address: _____

Home Phone: _____

Cell Phone: _____

Email Address: _____

Checklist

- Nomination Information (Ex A)
- Qualification Statement (Ex A-1)
- Certification Statement (Ex A-2)
- Waters Landing Code of Ethics and Rules of Conduct for the Board of Directors and Committee Members

RETURN BY _____ to:

Waters Landing Association, Inc.

Email: wla@waterslanding.org

20000 Father Hurley Boulevard, Germantown, Maryland 20874

WATERS LANDING ASSOCIATION, INC.

Ex. A-1

Qualification Statement for Board of Directors Candidate

Name: _____

Have you ever been involved in a Homeowners Association or similar community service organization? If so, describe including positions held and length of service.

What background or experience do you have which would qualify you for a Director position (education, organizations, occupation, attending Waters Landing meetings, etc.)?

What are your reasons for seeking nomination to the Board of Directors (goals, ideas, etc.)?

Other comments or ideas.

WATERS LANDING ASSOCIATION, INC.

Ex. A-2

Certification Statement and Signature for Director Candidacy

Printed Name: _____

1. The person mentioned above certifies that they are a member in good standing of the Community (either the deeded owner of a property within Waters Landing, or an officer, trustee, general partner or designated agent of an entity that is the deeded owner of a property within Waters Landing) as provided in Article IV, Section 8 of the Bylaws.
2. The person mentioned above also certifies that the owner is not more than sixty (60) days delinquent in financial obligations to the Association which would disqualify them from voting or serving on the Board per Article IV, Section 8 of the Bylaws.
3. The person mentioned above also acknowledges that that they are willing to serve as a Director on the Board of Waters Landing and that if they fail to qualify for the ballot pursuant to the Bylaws or the Annual Meeting Resolution, that they shall be deemed to have withdrawn from nomination.

Director Candidate Signature: _____

WATERS LANDING ASSOCIATION, INC.

Ex. A-3

Member Signatures

To qualify for candidacy, the candidate shall retrieve three (3) signatures from qualified members that meet the qualifications number one and two (#1 and #2) mentioned above. The signatories may be from anywhere in the Community.

Community Member #1

Printed Name: _____

Signed Name: _____

Community Member #2

Printed Name: _____

Signed Name: _____

Community Member #3

Printed Name: _____

Signed Name: _____

Ex. A-4

CODE OF ETHICS AND RULES OF CONDUCT
FOR THE BOARD OF DIRECTORS AND COMMITTEE MEMBERS

WHEREAS, the Board of Directors of Waters Landing Association has the power and the responsibility to make decisions for the entire community, and

WHEREAS, the Board of Directors is responsible to appoint officers and committee members, and

WHEREAS, the volunteer leaders of the Association are responsible to set a standard and a tone for behavior that is conducive to the best interests of the entire community, THEREFORE, BE IT RESOLVED THAT the Board of Directors of Waters Landing Association hereby adopts the following codes of ethics, rules of conduct, and enforcement procedures that are applicable to all volunteers serving the community:

1. Volunteers shall make a best effort at all times to make decisions that are consistent with high principles, and to protect and enhance the safety and property value of the residents.
2. Volunteers shall regularly participate in scheduled meetings to maintain effective governance.
 - a. Volunteers must review meeting materials in advance and be informed about agenda items.
3. No volunteer shall use his/her position in the association for private gain, for example:
 - a. No volunteer shall receive any compensation from the Association or any third party for acting as such.
 - b. No Board member shall accept a gift or favor made with intent of influencing decision or action on any official matter.
 - c. No volunteer shall accept gifts of any type worth \$5.00 or more from any resident, contractor, or supplier.
 - d. No volunteer shall solicit or accept, directly or indirectly, any gifts, gratuity, favor, entertainment, loan, or any other thing of monetary value from a person or firm who is seeking to obtain contractual or other business or financial relations with Waters Landing Association.
 - e. Volunteers shall not use their position for personal gain, or give the appearance of endorsement when communicating as a representative of the association
 - f. No volunteer may use their position to advertise products or services, or to endorse personal or family businesses.
4. No volunteer shall willingly misrepresent facts to the residents of the community for the sole purpose of advancing a personal cause or influencing the community to place pressure on the Board/Committee to advance a volunteer's personal cause.
5. No volunteer or his/her agent or employee or family member shall enter into a personal service contract with the association unless he or she has previously disclosed such conflict of interest to the Board.

WATERS LANDING ASSOCIATION, INC.

6. No volunteer shall endorse or make contributions to any political party or candidate on behalf of or as a representative of the association.
7. Volunteers shall protect the confidentiality of other board/committee/management staff/resident's personal lives.
8. No volunteer will interrupt the day-to-day work of the management staff. Appointments will be made in advance with a clear agenda of discussion items during the course of the business day.
9. No volunteer will harass, threaten, or attempt through any means to control or instill fear in a member of the management staff.
10. Volunteers shall treat community members with dignity and respect.
 - a. No volunteer shall engage in writing, publishing, or speech that defames any other member of the Board/Committee or resident of the community. Personal attacks will not be tolerated.
 - b. It is understood that differences of opinion will exist and should be expressed in a clear and professional manner.
11. No volunteer shall abuse alcohol, drugs, or other substances in conjunction with any association activity.
12. Any volunteer convicted of a felony will voluntarily resign from his/her position or will be removed by the board of directors.
 - a. Any volunteer under investigation for a felony will request a leave of absence from the Board/Committee during the investigation and trial period.
13. All volunteers shall sign the acknowledgement page for this Code of Ethics and Rules of Conduct and agree to abide by its statutes or may be removed by the Board of Directors.

Specifics to the Board of Directors:

14. No Board member shall disclose personal, personnel, or legal matters related to the Association without proper authorization.
 - a. Any contract negotiations shall be kept confidential until the final contract is signed and available to the community.
15. No Board member will seek to have a contract implemented that has not been duly approved by the Board.
16. No Board member will interfere with a contractor implementing a contract in progress. All communications with contractors will go through site staff or management or be in accordance with policy.
17. No Board member will interfere with the system of management established by the Board and the management company.
18. No Board member shall unilaterally communicate on behalf of the Association without prior authorization via social media & Public Statements.

WATERS LANDING ASSOCIATION, INC.

This resolution of the Code of Ethics and Rules of Conduct will be kept posted in the Association's office and each new Board Member and Volunteer will be given a copy and are required to sign it to indicate that they have read it and agree to abide by it.

Violation of this Code will be brought to the Hearing Board. The Attorney, Management Agent, and Accountant will serve as the advisory Hearing Board members.

Any volunteer that violates this Code of Ethics and Rules of Conduct may be removed by a majority vote of the Board of Directors.

Any Board member or volunteer who violates this Code of Conduct agrees that the Board of Directors may seek injunctive relief against him/her and agrees to pay all attorney fees incurred in that enforcement effort, and the Board shall be relieved of posting bond to its injunctive remedy for violations of this Code.

Volunteer Acknowledgement

I, as a community volunteer for the Waters Landing Association, acknowledge that I have read, understand, and agree to abide by this Code of Ethics and Rules of Conduct.

Signature: _____

Name: _____

Role: _____

Date: _____

Exhibit B

Ballot Question Form

To allow for members attending the Annual Meeting by proxy to vote on motions, motions may be proposed before the annual meeting. Below please propose any motions or ballot question that you wish to present to the membership for a vote at the next Annual Meeting. In order to be placed on the ballot, each motion must be accompanied by the signature of a moving Member, and by the signature of a Member to second the motion. Members may submit any number of motions or ballot questions, and may append additional pages to this form if needed. The Board may review, consolidate, or otherwise modify proposals in accordance with the Annual Meeting Policy. Motions may also be made at the Annual Meeting by a Member in attendance.

Ballot Question for the Community:

By signing this document, each individual affirms under penalty of perjury that:

1. they are a member the Waters Landing Association, or a properly appointed designee of a corporate Member, or a trustee or partner of a Trust or Partnership Member; and
2. there is no other individual with the authority to exercise the rights of Membership associated with their property, or else that they have the consent of all such persons; and
3. they are not more than sixty (60) days delinquent in financial obligations to the Association.

Signature of Member Making the Motion(s) above: _____

Name and Address: _____

The ballot question shall need to be seconded from qualified members that meet the qualifications number one and two (#1 and #2) mentioned above. The signatory may be from anywhere in the Community.

Signature of Member Seconding the Motion: _____

Name and Address: _____

RETURN BY _____ to:

Waters Landing Association, Inc.

Email: wla@waterslanding.org

20000 Father Hurley Boulevard, Germantown, Maryland 20874

Exhibit C

Annual Meeting Ballot Instructions

Voting Online

Waters Landing Association, Inc. (the Association) will be utilizing an online election system, [Election Buddy], to host and distribute the live ballot and tabulate the online votes for the election. Each unit owner will be assigned a unique access key, which can only be used once. Please note that any vote cast through [Election Buddy] will be final upon submission and cannot be changed so be sure to check your selections before submitting.

An email will be sent from [Election Buddy] once their ballot is ready to be completed.

For more information about [Election Buddy], please visit their website.

Voting on Paper

Physical ballots may be requested through the office either in person or via email. Completed ballots must be sent to the inspector of election whose email and physical address will be given to those who request the physical ballots

If there are any questions, feel free to reach out to the office.

Schedule

Ballots must be received by either the online election system or the inspector of election prior to the time that a Meeting at which a quorum of Members is present is called to order. The Annual Meeting is scheduled to begin at _____ pm Eastern Standard Time EST and will be held virtually via Zoom.. Fifty-one percent (51%) of unit owners is needed for quorum. If a quorum is not present for the initially scheduled Annual Meeting, a reconvened Annual Meeting will take place. If necessary, the reconvened Annual Meeting is scheduled for _____ pm Eastern Standard Time EST and will be held virtually via Zoom. At that reconvened meeting, any number of members present will constitute a quorum. Please visit waterslanding.org for the meeting link and to register for the meeting.

Voting Instructions

You may cast one (1) vote for each open Director position, and one (1) vote on each motion. Please review the candidate profiles and ballot questions. After careful evaluation, select the choice(s) you believe to be best suited for your ballot. If you prefer to abstain from voting for a candidate or any of the ballot questions but would like to contribute to the meeting quorum, please select the appropriate option as indicated on the ballot. Please note that motions will only pass if at least fifty-one percent (51%) of Members who attend the meeting, including by submission of proxy ballots, vote in favor. Voting results will be available the day after the conducted meeting, pending any tabulations that may be needed from business conducted during the annual meeting.

Ex C-1

SAMPLE BALLOT

Instructions for Voting for Candidates

There are currently [one (1)] Director positions up for election. Please vote for one (1) candidate per position to serve for a three (3) year term:

<u>Candidate</u>	Vote
1. Jane Doe	—
2. John Doe	—

Instructions for Voting for Ballot Questions

Please vote for one (1) of the choices for each of the ballot questions.

1. Do you approve the draft 2025 Annual Meeting Minutes for the Waters Landing Association, Inc. as posted currently on the website: waterslanding.org?

Yes

No

2. Which color would you like to adopt as the official color for the Waters Landing Association, Inc.?

Red

Blue

White