

**RESOLUTION AND CONSENT OF BOARD OF DIRECTORS OF THE
610 HILLSBOROUGH STREET CONDOMINIUM OWNERS ASSOCIATION, INC.
TO ADOPT EMERGENCY PROCEDURES AND BYLAWS**

THAT WHEREAS, the 610 Hillsborough Street Condominium Owners Association, Inc. (“the Association”) is a duly incorporated nonprofit corporation with the North Carolina Secretary of State and subject to all the provisions of Chapter 55A, the North Carolina Nonprofit Corporation Act; and

WHEREAS, the 610 Hillsborough Street Condominium Owners Association, Inc. has heretofore duly adopted Bylaws as authorized by its corporate charter and under North Carolina law (“the Bylaws”); and

WHEREAS, on March 10, 2020, the Governor of North Carolina issued Executive Order No. 116 which declared a State of Emergency to coordinate the State’s response and protective actions to address the Coronavirus Disease 2019 (COVID-19) public health emergency and to provide for the health, safety and welfare of residents and visitors located in North Carolina (“Declaration of a State of Emergency”); and

WHEREAS, on March 11, 2020, the World Health Organization declared COVID-19 a global pandemic; and

WHEREAS, on March 13, 2020, the President of the United States declared the ongoing COVID-19 outbreak a pandemic of sufficient severity and magnitude to warrant an emergency declaration for all states, tribes, territories, and the District of Columbia pursuant to Section 501(b) of the Robert T. Stafford Disaster Relief and Emergency Assistance Act, 42 U.S.C. 5121-5207; and

WHEREAS, on March 13, 2020, the President of the United States pursuant to Sections 201 and 301 of the National Emergencies Act, 50 U.S.C. § 1601, *et seq.* and consistent with Section 1135 of the Social Security Act, as amended (42 U.S.C. § 1320b-5), declared that the COVID-19 pandemic in the United States constitutes a national emergency, retroactive to March 1, 2020; and

WHEREAS, on March 25, 2020, the President of the United States, pursuant to Section 401 of the Stafford Act, approved a Major Disaster Declaration, FEMA-4487-DR, for the State of North Carolina; and

WHEREAS, the Governor of North Carolina issued Executive Order Nos. 117 – 149 for the purposes of protecting the health, safety and welfare of the people of North Carolina, including specifically orders intended to curb the spread of COVID-19; and

WHEREAS, the Governor of North Carolina has specifically encouraged all nonprofit corporations in North Carolina to use remote technology and mail balloting in lieu of in-person membership meetings, via Executive Order 136 (April 24, 2020) and Executive Order 149 (July

2, 2020); and

WHEREAS, as of June 30, 2020, the North Carolina Department of Health and Human Services (“NCDHHS”) has documented 64,760 cases of COVID-19 across 100 counties, and has identified the occurrence of community spread of the virus statewide; and

WHEREAS, hospital administrators and health care providers have expressed concerns that unless the spread of COVID-19 is limited, existing health care facilities may be insufficient to care for those who become sick; and

WHEREAS, an emergency exists pursuant to N.C.G.S. §55A-2-07(d) and 55A-3-03(d) such that the Board may not readily be able to be physically assembled to conduct the business of the Association during the pendency of this declared State of Emergency due to the COVID-19 pandemic;

NOW, THEREFORE, BE IT RESOLVED, that in light of the Declaration of a State of Emergency in the State of North Carolina, the Board of Directors of the Association adopts the following emergency procedures and bylaws protocols which supersede any provisions of the corporate Bylaws that may conflict therewith:

1. The Association’s Board of Directors may:
 - a) meet without being physically present;
 - b) conduct business remotely without a requirement for unanimous voting;
 - c) modify the lines of succession to accommodate the incapacity of any director, officer, employee, or agent;
 - d) relocate the principal office, designate alternative principal offices or regional offices, or authorize the officers to do so;
 - e) notice meetings of the board of directors to those directors it is practicable to reach which notice may be given in any practicable manner, including by publication, email, text and/or radio;
 - f) deem one or more officers of the Association present at a meeting of the board of directors to be directors for a meeting;
 - g) take all actions necessary to effectuate the reasonable conduct of membership meetings by remote technology and/or mail ballot, specifically including but not limited to the Annual Meeting, and in accordance with existing provisions of North Carolina law, even if such provisions are not specifically included in the existing Bylaws or are in conflict with the existing Bylaws;
 - h) give reasonable notice to the membership of any procedures established by the Board of Directors for the conduct of membership meetings during this time of emergency; and
 - i) take any other action reasonably necessary and expedient to continue to conduct the business of the Association which may not strictly comply with the Bylaws and procedural requirements of internal Association governance.

2. The Association’s annual meeting and any special membership meetings will be held

virtually during the pendency of the COVID-19 State of Emergency. The quorum for the Annual Meeting or any special membership meeting which may be called during the COVID-19 emergency shall be ten percent (10%) of the total votes entitled to be cast at such meeting.

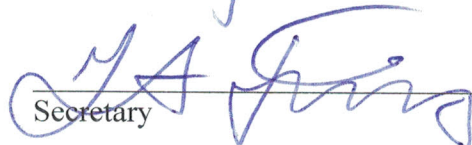
3. In accordance with North Carolina law, any corporate action taken in good faith during the effective dates of this resolution, to further the ordinary affairs of the Association, binds the Association and the fact that the action is taken pursuant to this section shall not be used to impose liability on a corporate director, officer, employee, or agent.
4. This resolution shall be effective at 5:00 p.m. on the date indicated below as adopted by the Board of Directors and shall continue for so long as a Declaration of a State of Emergency is effective in North Carolina.

RESOLVED, this 21 day of January, 2021 by the BOARD OF DIRECTORS of 610 Hillsborough Street Condominium Owners Association, Inc.

610 HILLSBOROUGH STREET CONDOMINIUM OWNERS ASSOCIATION, INC.
CERTIFICATION OF CORPORATE RESOLUTION

I, Grant Turinsky, Secretary of 610 Hillsborough Street Condominium Owners Association, Inc., a North Carolina non-profit corporation (the "Corporation"), do hereby certify that the foregoing Resolution to Adopt Emergency Bylaws was approved by a majority of directors at a duly called meeting, the directors so approving being named below, all of whom had all been duly elected and qualified as, and are at the date hereof, directors of the Corporation.

WITNESS my hand this 21 day of January, 2021.


Secretary