

BIG CANOE PROPERTY OWNERS ASSOCIATION, INC.

BOARD RESOLUTION 2026

RESOLUTION ESTABLISHING THE RECORD DATE AND BALLOT DISTRIBUTION PROCEDURES FOR THE 2026 GENERAL ELECTION

WHEREAS, Big Canoe Property Owners Association, Inc. (the “Association” or “POA”) is a Georgia nonprofit corporation governed by its Declaration, Articles of Incorporation, Bylaws, and applicable Georgia law;

WHEREAS, Article III, Section 3.5(D) of the Bylaws provides for the annual General Election of Elected Directors by ballot, with the results to be announced at the Annual Meeting;

WHEREAS, Article III, Section 3.5(E) of the Bylaws requires the ballot listing the Director candidates to be mailed to all Members and transmitted with the notice of the Annual Meeting as provided in the Bylaws, requires all ballots to be received by the deadline stated in the ballot materials, and prohibits voting after that deadline;

WHEREAS, Article II, Section 2.5(C) of the Bylaws authorizes Member action without a meeting by Written Ballot and requires the number of ballots cast to equal or exceed the quorum that would be required at a meeting authorizing the same action;

WHEREAS, Article II, Section 2.4 of the Bylaws presently establishes the initial quorum at thirty-five percent (35%) of the eligible votes, and Article II, Section 2.5(C) requires the ballot solicitation to identify the number of responses needed to satisfy that quorum;

WHEREAS, Article II, Section 2.7 of the Bylaws provides for the suspension of voting rights under the circumstances stated in that Section, and the Association must determine the eligible voting population before the final quorum number can be calculated and placed in the ballot solicitation;

WHEREAS, Article II, Section 2.3 of the Bylaws establishes the record date for determining the Members entitled to receive notice of a membership meeting as the first day of the calendar month in which the notice is mailed, and further requires the notice and accompanying ballots to be delivered not less than ten (10) days and not more than thirty (30) days before the meeting;

WHEREAS, The record date stated in Article II, Section 2.3 is expressly directed to determining the Members entitled to receive the Annual Meeting notice and does not expressly establish the record date for determining the Members entitled to vote in a General Election conducted by Written Ballot as an action without a meeting;

WHEREAS, O.C.G.A. § 14-3-706 authorizes the Board to fix a future record date for determining Members entitled to vote or take another corporate action when the Bylaws do not otherwise fix that record date, provided the date is not more than seventy (70) days before the meeting or action requiring the determination of Members;

BIG CANOE PROPERTY OWNERS ASSOCIATION, INC.

WHEREAS, O.C.G.A. § 14-3-707 permits Member action without a meeting by ballot in writing or by electronic transmission, subject to any limitations in the Articles or Bylaws and subject to the applicable quorum, ballot-content, disclosure, and receipt-deadline requirements;

WHEREAS, The Board finds it in the best interests of the Association to establish a separate October record date for the 2026 General Election Written Ballot so that the eligible voting population and exact quorum number may be determined and the ballot materials may be completed and delivered to the printer before the thirty-day Annual Meeting notice window begins;

WHEREAS, The Annual Meeting is presently scheduled for December 5, 2026, and, pursuant to Article II, Section 2.3 and Article III, 3.5(E) of the Bylaws, the official General Election Written Ballot must be transmitted with the Annual Meeting notice and therefore may not be distributed earlier than November 5, 2026, or later than November 25, 2026;

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of Big Canoe Property Owners Association, Inc., at a duly called meeting at which a quorum is present, as follows:

1.

Written Ballot Election. The Board confirms that the 2026 General Election of Elected Directors shall be conducted as an action of the Members without a meeting by Written Ballot pursuant to Article II, Section 2.5(C) of the Bylaws. The election results shall be counted in accordance with the Bylaws and announced at the December 5, 2026, Annual Meeting pursuant to Article III, Sections 3.5(D) and 3.5(E).

2.

General Election Voting Record Date. The Board hereby fixes **October, 1, 2026**, as the record date for determining the Members entitled to vote in the 2026 General Election and for determining the total number of eligible votes used to calculate the applicable quorum for the Written Ballot action (the "Voting Record Date"). The Voting Record Date shall be a future date when adopted and shall not be more than seventy (70) days before the final deadline for receipt of ballots.

3.

Determination of Eligible Votes. Management is directed to prepare the official eligible-voter list as of the close of business on the Voting Record Date. The list shall reflect the ownership and voting rights shown in the POA's books and records and all suspensions of voting rights applicable under Article II, Section 2.7 of the Bylaws as of that date. A transfer, payment, delinquency, violation status, or other change occurring after the Voting Record Date shall not alter eligibility for this election, except to correct a clerical or factual error in the Association's records as they existed on the Voting Record Date.

4.

Quorum Calculation. After the eligible-voter list is finalized, Management and the Association's accountant shall calculate the exact number of valid ballot responses required to

BIG CANOE PROPERTY OWNERS ASSOCIATION, INC.

satisfy the quorum applicable under Article II, Sections 2.4 and 2.5(C) of the Bylaws. Any fractional result shall be rounded upward to the next whole vote. The resulting number shall be stated in the official ballot solicitation as required by Article II, Section 2.5(C) of the Bylaws and O.C.G.A. § 14-3-707(d). The quorum shall be deemed achieved only upon timely receipt of at least that number of valid ballots.

5.

October Printing and Preparation. Upon completion of the eligible-voter list and quorum calculation, the Election Committee, Management, the Association's accountant, and the printer are authorized to finalize, print, assemble, and prepare the General Election Written Ballot, candidate materials, proposed Bylaw amendment language, voting instructions, envelopes, and other election materials during October 2026.

6.

Separate Annual Meeting Notice Record Date. The Board acknowledges that the record date for determining the Members entitled to receive the Annual Meeting notice is governed separately by Article II, Section 2.3 of the Bylaws and shall be the first day of the calendar month in which that notice is mailed. If the Annual Meeting notice is mailed in November 2026, the notice record date shall be November 1, 2026. The Voting Record Date established by this Resolution and the Annual Meeting notice record date serve different purposes and shall be administered separately.

7.

Official Ballot Distribution Window. Notwithstanding the earlier Voting Record Date and the advance printing and preparation of the ballot materials, the official General Election Written Ballot shall be mailed to all Members and transmitted with the Annual Meeting notice in accordance with Article III, Section 3.5(E) of the Bylaws. For the December 5, 2026, Annual Meeting, the official Written Ballot and Annual Meeting notice shall not be distributed before November 5, 2026, and shall be distributed no later than November 25, 2026, unless the Annual Meeting date is changed, in which event the ten-to-thirty-day period shall be recalculated.

8.

No Early Official Voting. No paper ballot, emailed ballot, electronic ballot link, downloadable returnable ballot, or other official means of casting a vote in the General Election shall be released or accepted before the opening of the distribution window established in Paragraph 7. The Association may distribute candidate biographies, election education, voting instructions, reminders, and a clearly marked sample ballot before that date, provided the materials cannot be completed or submitted as an official vote.

9.

Paper Mailing and Supplemental Electronic Voting. Because Article II, Section 3.5(E) states that the General Election ballot shall be mailed to all Members, a paper ballot packet shall be sent to all Members within the required distribution window. Subject to Article XI of the Bylaws

BIG CANOE PROPERTY OWNERS ASSOCIATION, INC.

and O.C.G.A. § 14-3-707, the Association may also offer a supplemental electronic ballot or permit a completed ballot to be returned by authorized electronic transmission during the same voting period. Electronic voting shall supplement, and shall not replace, the paper mailing required by Article III, Section 3.5(E).

10.

Authorized Return Methods. Valid ballots may be returned by the methods stated in the official ballot instructions, which may include United States mail, delivery to the official POA ballot drop box, and electronic transmission to the email address or electronic platform designated by the Association. The Association's accountant is designated as the POA's authorized election agent for receiving, logging, safeguarding, and coordinating the count of ballots, subject to the oversight of the Election Committee.

11.

Authentication, Confidentiality, and Duplicate Ballots. The Election Committee, Management, and the Association's accountant shall implement reasonable procedures to authenticate the voting Member and property, preserve ballot confidentiality to the extent practicable, maintain a ballot-receipt register, and prevent more votes from being counted for a property than are authorized by the governing documents. Except as otherwise required by law or determined by Association counsel, the first valid ballot received for a property shall be final and any later submission for the same voting interest shall be marked as a duplicate and shall not be counted.

12.

Ballot Deadline. The official ballot materials shall specify a uniform deadline by which every paper or electronic ballot must be received by the POA or its designated election agent to be counted. No voting in any form shall be permitted after that deadline, consistent with Article III, Section 3.5(E) of the Bylaws.

13.

Current Quorum Controls. The quorum requirement in effect when the 2026 General Election ballot is issued shall govern the General Election and every other matter presented on that ballot. Any proposed amendment to lower or otherwise change the quorum requirement shall not be used to determine whether quorum has been achieved for the ballot on which that proposed amendment is presented.

14.

Administrative Authority. The President, Secretary, General Manager, Election Committee, Association accountant, and other appropriate officers and agents are authorized to take all actions reasonably necessary to carry out this Resolution, including establishing detailed written election procedures consistent with the Bylaws, Georgia law, and this Resolution. Any material deviation from the dates or substantive procedures approved herein shall be presented to the Board or Association counsel for review.

BIG CANOE PROPERTY OWNERS ASSOCIATION, INC.

15.

Severability and Effective Date. If any provision of this Resolution is determined to be invalid or unenforceable, the remaining provisions shall remain in full force to the greatest extent permitted by law. This Resolution shall become effective immediately upon adoption.

ADOPTED by a majority vote of the Board of Directors of Big Canoe Property Owners Association, Inc., on the 10th day of August, 2026.

**BIG CANOE PROPERTY OWNERS
ASSOCIATION, INC.**

Sandra Albrecht Pullara
President
Sandra Albrecht Pullara

Craig Price
Secretary
Craig Price

SECRETARY'S CERTIFICATION

I certify that the foregoing Resolution was duly adopted by the Board of Directors of Big Canoe Property Owners Association, Inc.; that the Resolution has not been amended, modified, or rescinded; and that it remains in full force and effect as of the date stated below.

Secretary:

Craig Price

Date:

8/10/2026