RESOLUTION OF THE BOARD OF DIRECTORS OF THE DIAMONDHEAD COUNTRY CLUB AND PROPERTY OWNERS' ASSOCIATION, INC.

TO

SEAT THE DULY QUALIFIED AND UNOPPOSED CANDIDATES FOR OFFICER AND DIRECTOR POSITIONS

WHEREAS, no more than one candidate has qualified for any of the Officer or Director positions to be filled by election at the 2026 Annual Meeting of the Members of the Diamondhead Property Owners Association, Inc. ("POA").

WHEREAS, pursuant to the Bylaws of the POA, members are prohibited from writing in a vote for a candidate not previously qualified.

WHEREAS, there is no business to be conducted at the 2026 Annual Meeting of the Members other than elections of officers and directors.

WHEREAS, historically, the cost of conducting an election is more than $15,000.

WHEREAS, in seeking to avoid incurring the cost of an election when the outcome is inevitable, the Board of Directors, through counsel, consulted the bylaws, relevant provisions of the Mississippi Nonprofit Corporation Act, related statutes, case law, and Roberts' Rules of Order – none of which provide a mechanism for doing so.

WHEREAS, in cooperation with the outgoing Officers and Directors, a process of succession was developed.

WHEREAS, the outgoing Officers and Directors have agreed to resign upon the conclusion of the meeting of the Board scheduled for Monday, August 10, 2026, thus creating vacancies for the positions to be filled by election.

WHEREAS, pursuant to the bylaws, the Board has the authority to fill the Officer vacancies, and the Election Chair otherwise has broad authority in conducting elections.

NOW, THEREFORE, BE IT RESOLVED, that, upon resignation of the outgoing Officers and Directors and just prior to adjournment of the Board meeting on Monday, August 10, 2026, pursuant to the Bylaws and upon the authority and recommendation of the Election Chair, the Board will appoint the heretofore qualified candidates to fill the vacant positions effective upon the conclusion of the meeting of Monday, August 10, 2026, at which time their service will immediately commence.

BE IT FURTHER RESOLVED, that, with no other business to come before the membership at the present time, the 2026 Annual Meeting of the Members will not be held and the cost thereof not incurred.

	Aye	Nay	Abstained	Absent
President Sislow	X			
Vice President Giarrusso	X			
Secretary Burgoyne				X
Treasurer Howard	X			
Ex-Officio Becker	X			
Director Tubbs	X			
Director Lee	X			
Director Griffey				X
Director Pineau	X			
Director Nutting				X
Director LaFontaine	X			

The motion having received the affirmative vote of a majority of all the members of Board of Directors present, the President declared the Motion carried and the Resolution adopted, this the 3rd day of August 2026.

__Pat Burgoyne___
Pat Burgoyne
Secretary