

**Election and Voting
Rules and Procedures
for
Pinewood Homeowners Association**

These rules and procedures are designed to provide for a fair and reasonable process for election of directors to the Board and other matters to be voted by members of the Association. These rules are intended to comply with Civil Code sections 5100, *et seq.*

1. Access to Media. The Board may prohibit the use of the Association's media, newsletters, or internet web sites, if any, for campaigns or to advocate a point of view related to an Association election. However, if any candidate or member advocating a point of view is provided access to the Association's media, newsletters, or internet web sites, if any, during a campaign, then all candidates or members advocating a point of view shall be provided access to the Association's media, newsletters, or internet web sites, if any, during a campaign, for purposes that are reasonably related to that election. Equal access shall be provided to all candidates and members advocating a point of view, including those not endorsed by the Board, for purposes that are reasonably related to the election. The Association shall not edit or redact any content from these communications, but may include a statement specifying that the candidate or member, and not the Association, is responsible for that content. The Association and its directors, officers, managers, employees, and agents shall be immune from liability for the content of those communications.

2. Access to Meeting Space. The Association shall allow access to the common area meeting space, if any exists, during a campaign, at no cost, to all candidates, including those who are not incumbents, and to all members advocating a point of view, including those not endorsed by the Board, for purposes reasonably related to the election.

3. Qualifications for the Board. The qualifications for candidates for a director for the Board of Directors include:

- A. Candidates may not be convicted felons, and
- B. Additional qualifications may be stated in the CC&Rs or Bylaws of the Association.

4. Nomination Procedures. Nominations for a director may be made by any member of the Association. A member may nominate himself or herself as a candidate for a directorship. All nominations shall be submitted, in writing, to the nominating committee at least 45 days prior to the date set for the election of directors. Additional nomination procedures are set forth in Article V, Section 6 of the Bylaws, which states:

"Election Committee. An Election Committee shall be appointed annually by the Board to make rules for and supervise nominations, voting procedures, voting requirements and the orderly and fair election of directors. The Election Committee shall consist of a Chairman, who shall be a member of the Board, and

two (2) or more persons who shall be Members . . . The Election Committee shall make as many nominations for election to the Board as it shall in its discretion determine, but not less than the number of vacancies that are to be filled.

Nominations to serve on the Board may also be made from the floor at any meeting of the Members at which directors are elected."

5. Return of Ballots. All ballots must be returned to the manager (or other initial Inspector designated by the Board) no later than the time scheduled for the election meeting to begin, or as otherwise set forth in section 9 below. The initial Inspector of Elections or other person designated by the Board may review the returned unopened envelopes to determine which members have returned ballots. This will help identify members still needing to return ballots and whether those members should be given another ballot.

6. Qualifications for Voting. Only members in good standing may vote. A member's voting rights may be suspended after notice and hearing (see Civil Code section 5855 and Corporations Code section 7341). Only one ballot may be cast per lot. If more than one ballot per lot is cast, then all such ballots for the lot shall not be counted to determine the election of any candidate but may be counted for quorum purposes.

7. Cumulative Voting. Cumulative voting is allowed pursuant to Article V, Section 4 of the Bylaws.

8. Proxies. Proxies need not be distributed by the Association to the membership. All proxies must be in the form required by law and the Bylaws or CC&Rs. All proxies for the election of any director must be presented to the Association no later than the time scheduled for the start of the election. When a dispute arises, the Inspector(s) of Election shall determine the authenticity, validity, and effect of proxies and ballots. Instructions, if any, given in a proxy issued for an election that directs the manner in which the proxy-holder is to cast the vote shall be set forth on a separate page of the proxy that can be detached and given to the proxy-holder to retain. The proxy-holder shall cast the member's vote by secret ballot, unless the proxy is revoked prior to receipt of the secret ballot by the Inspector(s) of Elections. Proxies will be checked in after secret ballots have been checked-in to be assured that no irrevocable ballots have been checked-in for the same member. A proxy may not be used as a ballot.

9. Voting Period. Voting shall begin at the time ballots are mailed to the owners and shall end at the later of: 1) the time set for the start of the election meeting, or 2) by motion from the members to close voting period. Notwithstanding the forgoing, if nominations are taken from the floor, then the voting period shall end at the time specified by motion of the members.

10. Appointment of Inspectors of Election. Either one or three Inspector(s) of Election shall be appointed. The manager of the Association shall be one Inspector of Election, unless the Board appoints another Inspector. This person shall be the "initial" Inspector of Elections. This initial shall be designated by the Board prior to the mailing of the ballots to the members. Two additional Inspector(s) of Election may be appointed to help and assist this initial Inspector at the election meeting. The additional Inspectors shall be appointed as follows:

- A. If before the meeting begins, then the Inspector(s) are appointed by the Board;
- B. If after the meeting begins, then appointment shall be by motion of the members.

Inspectors of Election shall not be candidates for the Board or related to any candidate for the Board. Inspectors of Election shall not be any director of the Board or related to any director of the Board. Inspectors of Election may be the manager or other persons currently employed or under contract to the Association for compensable services.

11. Duties of Inspectors of Election. The Inspector(s) of Election shall do all of the following:

- A. Determine the number of memberships entitled to vote and the voting power of each.
- B. Determine the authenticity, validity, and effect of proxies, if any.
- C. Receive ballots. The ballots mailed by the owners shall be received by the manager of the Association or other initial Inspector as appointed by the Board. The sealed ballots shall be at all times in the custody of the Inspector(s) of Election until after the tabulation of the vote, at which time custody shall be transferred to the Association.
- D. Verify the member's information and signature on the outer ballot envelope prior to election.
- E. Hear and determine all challenges and questions in any way arising out of or in connection with the right to vote.
- F. Count and tabulate all votes. All votes shall be counted and tabulated by the Inspector(s) of Election in public at a properly-noticed open meeting of the Board of Directors or members. Any candidate or other member of the Association may witness the counting and tabulation of the votes
- G. Determine when the polls closed for receipt of ballots.
- H. Determine the result of the election.
- I. Perform any acts as may be proper to conduct the election with fairness to all members in accordance with Civil Code section 5110, the Corporations Code, and all applicable rules of the Association regarding the conduct of the election that are not in conflict with Civil Code section 5110 or any successor statute.
- J. An Inspector of Election shall perform his or her duties impartially, in good faith, to the best of his or her ability, and as expeditiously as is practical. If there are three Inspectors of Election, the decision or act of a majority shall be effective in all respects as the decision or act of all. Any report made by the Inspector or Inspectors of Election is *prima facie* evidence of the facts stated in the report.
- K. Appoint or oversee additional persons, if necessary, to count and tabulate votes, provided that such additional persons are independent third parties.

12. Secret Written Ballot. Notwithstanding any other law or provision of the governing documents, an election regarding assessments, selection of members of the Board, amendments to the governing documents, or the grant of exclusive use of common area property pursuant to

Civil Code section 5105(a) shall be held by secret ballot in accordance with the procedures set forth in these Rules. Once a secret ballot is received by an Inspector(s) of Elections, it is not revocable. Ballots shall be counted as "attendance" at the meeting for quorum purposes for the matter being voted upon. Write-in candidates may be added provided the candidate is qualified as set forth in section 3 above and the candidate has accepted the nomination.

13 Confidentiality of Ballots. Ballots and two pre-addressed envelopes with instructions on how to return ballots shall be mailed by first-class mail or delivered by the Association to every member not less than 30 days prior to the date of the annual election. In order to preserve confidentiality, a voter may not be identified by name, address, or lot, parcel, or unit number on the ballot. The Association shall use as a model those procedures used by California counties for ensuring confidentiality of voter absentee ballots, including all of the following:

- A. The ballot itself is not signed by the voter, but is inserted into an envelope that is sealed. This envelope is inserted into a second envelope that is sealed. In the upper left hand corner of the second envelope, the voter signs his or her name, prints his or her name, and prints the address of his or her lot in the Association.
- B. The second envelope is addressed to the Inspector(s) of Election, who will be tallying the votes. The envelope may be mailed or delivered by hand to a location specified by the Inspector(s) or delivered to the Inspector(s) at the meeting where the election is held. The member may request a receipt for delivery.
- C. No person, including a member of the Association or an employee of the management company, shall open or otherwise review any ballot prior to the time and place at which the ballots are counted and tabulated.

14 Counting Ballots. All ballots must be counted and tabulated in public so that candidate or the members may, if they so choose, view, but not interfere with, the counting and tabulation. The ballots must be counted and tabulated at a noticed meeting of the Association.

15. Voting Results. The results of the election shall be promptly reported to the Board and shall be recorded in the minutes of the next meeting of the Board and shall be available for review by members of the Association. Within 15 days of the election, the Board shall publicize the results of the election in a communication directed to all members.

16. Storage of Ballots. After tabulation, election ballots shall be stored by the Association in a secure place for no less than one year after the date of the election. In the event of a recount or other challenge to the election process, the Association shall, upon written request, make the ballots available for inspection and review by Association members or their authorized representatives. Any recount shall be conducted in a manner that shall preserve the confidentiality of the vote.

17. Campaign Funds. Association funds shall not be used for campaign purposes in connection with any Association Board election. Funds of the Association shall not be used for campaign purposes in connection with any other Association election, except to the extent

necessary to comply with duties of the Association imposed by these Election Rules and Procedures and by law.

"Campaign purposes" include, but are not limited to, the following:

- (1) Expressly advocating the election or defeat or any candidate that is on the Association election ballot.
- (2) Including the photograph or prominently featuring the name of any candidate on a communication from the Association or its board, excepting the ballot and ballot materials, within 30 days of an election, provided that this is not a campaign purpose if the communication is one for which subdivision (a) of Civil Code section 5135 requires that equal access be provided to another candidate or advocate.

18 Other Ballots. The provisions of these rules regarding secret ballots also apply to amendments to the governing documents, election to or removal from the Board, the grant of exclusive use common area (pursuant to Civil Code section 4600), or other matters likewise requiring a vote of the membership.