

FOX POINT FARMS OWNERS ASSOCIATION

ELECTION RULES

1. Equal Access.

1.1 If, in the course of an election campaign for a position on the Board of Directors (“**Association Board**”) of the Fox Point Farms Owners (“**Association**”), any candidate or member of the Association advocating a point of view is provided access to a form of media (including, but not limited to, newsletters and Internet web sites) that is owned or entirely run by and for the Association, for a purpose that is reasonably related to that election, equal access shall be provided to all candidates and members of the Association for the same purpose (“**Equal Access**”).

1.2 Equal Access, as described above in Section 1.1, shall also apply to members of the Association and candidates not endorsed by the current Association Board, and shall be for the purpose of advocating a point of view reasonably related to the election.

1.3 The Association shall not edit or redact any content from the presentation of the points of view described in this Section, to the extent that such content does not violate any provision in the Declaration of Covenants, Conditions and Restrictions and Establishment of Easements of the Association (“**Association Declaration**”), bylaws of the Association (“**Association Bylaws**”) or rules promulgated by the Association Board (“**Association Rules**”), or any applicable state, federal or local laws, but may include a statement specifying that the candidate or Member of the Association, and not the Association, is responsible for the content of such point of view.

1.4 The Association shall give all candidates, including those candidates who are not incumbents, and those who are not endorsed by the Association Board, Equal Access to the common meeting area (i.e., time and space available for such candidate’s use), if any, to present a point of view reasonably related to the upcoming election.

1.5 The Association shall not charge candidates a fee for access to the common meeting area for the purposes described in this Section.

2. Qualifications and Procedures for Nomination of Candidates.

2.1 A Member of the Association is eligible to be nominated or to nominate himself or herself for a position on the Association Board if, as of the date of nomination, the Member acquired and closed on his or her Residential Unit prior to the date of the meeting notice and first ballots that are mailed or solicited from Members of the Association for voting purposes. Any nominated Member must be at least 18 years old. Joint Owners of a Residential Unit may not serve on the Association Board concurrently. If so required by the bylaws of the Association, directors shall be Members of the Association or representatives of Declarant.

2.2 All Members of the Association eligible to vote in the forthcoming election are eligible to nominate himself or herself as a candidate for the Association Board.

2.3 Provided that a Member of the Association seeking candidacy for a position on the Association Board satisfies the eligibility requirements set forth in Section 2.1 above, such Member of the Association may be nominated or nominate himself or herself by the following procedures:

- (a) Nominations for candidates to the Association Board may be submitted in writing to the management company of the Association during the 30 days if nomination period, and prior to the date designated as the deadline. Members of the Association shall not be

prohibited from nominating themselves for any Association Board position and any attempt to prevent a Member of the Association's self-nomination shall be invalidated.

- (b) After collecting all properly submitted nominations, the current Association Board shall:
- (1) confirm or cause to be confirmed each nominated person's eligibility under Section 2.1;
 - (2) confirm or cause to be confirmed each individual's acceptance of nomination;
 - (3) distribute or cause to be distributed to the Association's membership general notice with list of the confirmed candidates, date, time and address where ballots are to be returned by mail or handed to the inspector, the date, time and location of where ballots will be counted at least 30 days before the ballots are distributed; and
 - (4) prepare or cause to be prepared a ballot for distribution to all Members of the Association for voting purposes at least 30 days before the election. Each such ballot must satisfy the requirements set forth in Section 3 below.

3. Secret Ballot.

3.1 Pursuant to California Civil Code Section 5100, elections and votes related to assessments, selection of Members of the Association Board of the Association, amendments to the governing documents adopted by the Association, and the grant of certain exclusive use easements shall be by secret ballot. The secret ballot must satisfy the requirements set forth in the California Civil Code and this Section. The Association shall send to each eligible Member of the Association a ballot and 2 pre-addressed envelopes not less than 30 days prior to the voting deadline for the election.

3.2 Ballots may not identify the voter's name, address, or Residential Unit number.

3.3 The ballot itself may not be signed by the voter. It must be inserted into a sealed envelope. That sealed envelope must then be sealed within a second outer envelope. The outer envelope shall have, in the upper left-hand corner, space for the voter to print and sign his or her name, and print his or her address.

3.4 The outer envelope is pre-addressed to the inspector or inspectors of election, as defined below, who will be counting the votes. The envelope containing the ballot shall then be hand delivered or mailed via first class mail to a location specified by the inspector or inspectors of the election. The Member of the Association may request a receipt for delivery.

4. Selection of Inspectors.

4.1 The current Association Board shall select either 1 or 3 independent third parties to serve as the inspector or inspectors of the election ("**Inspector(s)**"). A person or persons currently employed or under contract to the Association for any paid services may not be selected to be an Inspector unless such person is expressly allowed to serve as an Inspector as provided herein. The Association's current management company, attorney(s) and any other person or entity under contract with the Association for compensation is hereby authorized to serve as an Inspector. No Member currently running for an elected position on a Association Board may serve as an Inspector.

4.2 The Inspector shall have the responsibilities described in California Civil Code Section 5110 and shall perform his or her duties impartially, in good faith, to the best of his or her ability, and as expeditiously as practical.

4.3 If there are 3 Inspectors, the decision or act of a majority shall be effective in all respects as the decision or act of all Inspectors.

4.4 The Inspector shall have the right to appoint and oversee such additional persons as the Inspector deems appropriate to verify signatures and to count and tabulate votes, provided that the persons are independent third parties.

5. Voting.

5.1 Ballots and all related materials required for voting under these procedures shall be sent to eligible Members of the Association at least 30 days before the date set for tabulation of votes.

5.2 Members may cast their ballots by any 1 of the following methods:

- (a) Members may mail their ballots to the location designated by the Inspector(s) provided that any ballot so mailed is postmarked no later than the date that is 3 business days before the date set for tabulation of votes; or
- (b) Members may deliver their ballots (or have their ballots delivered) to the location designated by the Inspector(s) no later than 2 business days before the date set for tabulation of votes; or
- (c) Members may deposit their ballots with the Inspector(s) at the meeting in which votes are to be tabulated prior to the time set by the Inspector(s) for closing of the polls.

5.3 Once a ballot is received by the Inspector(s), it is irrevocable.

5.4 No ballots shall be accepted, by mail or otherwise, after the date and time set by the Inspector(s) for closing of the polls. Any ballots received after the polls have closed shall be disqualified and will not be counted by the Inspector(s). A Member of the Association whose ballot has been disqualified will not be entitled to notification of such action and shall not have the right to cast another vote in the present election. Such disqualified ballots shall not be counted in any subsequent recount or challenge to the election procedures.

6. Eligibility and Vesting of Voting Rights.

6.1 A Member of the Association is eligible to vote if: (a) the Member's voting rights have not been suspended pursuant to the Association Declaration, Association Bylaws or the Association Rules; (b) the Member closed escrow on his or her Residential Unit on or before the "**Record Date**" for voting, being the date of the meeting notice and first ballot which are mailed to or solicited from Members of the Association for voting purposes; and (c) the Member is at least 18 years old.

6.2 Except where cumulative voting is authorized, Class A Members may cast only 1 vote per Residential Unit. If more than 1 party is record Owner of a Residential Unit, the vote for that lot shall be decided by said parties between themselves, as so provided in the Association Declaration.

6.3 Except where cumulative voting is authorized, Class A Members may cast only 1 vote per Residential Unit. If more than 1 party is record owner of a Residential Unit, the vote for that Residential Unit shall be cast as the owners among themselves determine or forfeited if the owners cannot agree, as provided in the Association Declaration.

6.4 Such voting rights attributed to any given Residential Unit in the Association shall vest as provided in the Association Declaration.

7. Proxies.

7.1 Any eligible Member of the Association may authorize another person to act by proxy, pursuant to the bylaws of the Association.

7.2 Any instruction given in a proxy that directs the manner in which the proxy 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 vote by secret ballot, in the manner prescribed in these procedures. The Inspector(s) shall determine the authenticity, validity and effect of proxies. Proxies shall be presumed valid if executed in accordance with California Corporations Code Section 7613 and the bylaws of the Association.

8. Voting Procedures and Custody.

8.1 All votes shall be counted and tabulated by the Inspector(s) in public at a properly noticed open meeting of the Association Board and/or Members of the Association. Any candidate or Member of the Association may witness the counting and tabulation of the votes. No person, including, but not limited to, Members of the Association and employees of the management company, if one has been selected, shall open or otherwise review any ballot prior to the time the ballots are counted and tabulated by the Inspector.

8.2 The results of the election, as tabulated by the Inspector(s), shall be promptly reported to the current Association Board and shall be recorded in the minutes of the next meeting of the Association Board, and shall be made available for review of Members of the Association. Association Board shall publicize the results of the election in a communication directed to all Members of the Association, within 15 days of the date the final tabulation of votes has occurred.

8.3 The sealed ballots shall at all times be in the custody and control of the Inspector(s), or at such location designated by the Inspector(s), until after the final tabulation of votes and expiration of the time allowed by California Corporations Code Section 7527 for challenging the election, after which time the custody and control of the ballots shall be turned over to the Association.

After the final tabulation of the votes has been completed by the Inspector(s) and custody and control of the ballots has been turned over to the Association, the Association shall store the ballots or cause them to be stored, in a secure location for not less than 1 year from the date of final tabulation of votes.