

INDIAN PALMS COUNTRY CLUB ASSOCIATION
A California Nonprofit Mutual Benefit Corporation

MEMBERSHIP MEETING AND VOTING RULES
(Civil Code, Section 5100 *et seq.*)

Adopted on December 30, 2019

1. Introduction

- a. The Board of Directors ("Board") consists of five (5) Directors, who serve two-year terms. (Bylaws, Article IV, Sections 4.1 and 4.6.2(ii).)
- b. The Association has one thousand one hundred and twenty-two (1,122) Lots, which are comprised of the following "Cost Centers" or "Delegate Districts":
 - i. Bellasara has seventy-two (72) Lots;
 - ii. Calarosa has one hundred and twenty-four (124) Lots;
 - iii. Casabella has fifty-three (53) Lots;
 - iv. Enchantment has one hundred and twenty-two (122) Lots;
 - v. Fairways has two hundred and nine (209) Lots;
 - vi. Festival has eighteen (18) Lots;
 - vii. Reflections has one hundred and thirty-three (133) Lots;
 - viii. Rhapsody has seventy-six (76) Lots;
 - ix. Royal Vista has one hundred and sixty-nine (169) Lots;
 - x. Villa Santa Rosa has forty-one (41) Lots; and
 - xi. Vista Serena has one hundred and five (105) Lots.
- c. An Annual Delegate Districts Meeting and an Annual Delegates Meeting (collectively referred to as the "Annual Meeting") are held in February at a date, time and place to be determined by the Board of Directors and set forth in the notice of meeting sent to the Delegate District Members and Delegates. (Bylaws, Article III, Sections 3.2 and 3.3.)
- d. Cumulative voting is required for the election of Directors. (Bylaws, Article IV, Section 4.6.2(iii).)

- e. The quorum at a Delegates meeting consists of the presence, in person or by Secret Ballot, of Delegates representing at least twenty-five percent (25%) of the voting power of the Delegate District Members. (Bylaws, Article II, Section 2.2.)
- f. If any action to be taken at any meeting of the Delegates requires only approval of Members in a particular Cost Center, then the presence, in person or by Secret Ballot, of the Delegates representing at least twenty-five percent (25%) of the Members in such Cost Center constitutes a quorum for purposes of said approval. (Bylaws, Article II, Section 2.2.)
- g. The required quorum at any adjourned Delegate meeting is the same as set forth in Sections 1.e. and 1.f., above. (Bylaws, Article III, Section 3.6.)

2. Membership Meetings, Annual Meeting, Election of Directors and Membership Votes

- a. The Association will hold the Annual Meeting to elect Directors and to conduct Association business that is properly brought before the Delegates and/or on the agenda ("Annual Meeting" or "Election").
- b. All votes that are to be submitted to the Delegates ("Voting Proposals," including the election of Directors) shall first be submitted to a vote of the Members in each Delegate District. Delegates shall cast the entirety of their votes in accordance with the votes of the Members of their respective Delegate Districts.
- c. Ballots may not be denied to a Member for any reason other than not being a Member at the time the ballots are distributed. Ballots may not be denied to a person with a general power of attorney for a Member, and the ballot of a person with general power of attorney for a Member must be counted, if returned in a timely manner.
- d. Persons who attend a meeting may be asked to provide photo identification or other documents to prove that they are Owners of a Lot or hold a general power of attorney for an Owner of a Lot.
- e. The following qualifications apply to nominees for the Board of Directors:
 - i. A person who is not a Member at the time of their nomination is disqualified from nomination.
 - ii. If title to a Lot is held by a legal entity that is not a natural person, such as a corporation or a limited partnership, the governing authority of that legal entity may appoint a natural person to be a Member for purposes of these Rules.
 - iii. A person is disqualified from nomination if the person, if elected, would be serving on the Board at the same time as another person who holds a joint ownership interest in the same Lot, and the other person is already properly nominated for the current election or an incumbent director.

- f. The Association shall provide general notice of the procedure and deadline for submitting a nomination at least thirty (30) days before the deadline for submitting a nomination.
- g. The Association shall send out to all Members a request-for-candidates form, seeking candidates for the Board, prior to the Annual Meeting date. All forms must be completed by the candidate and must be received by the Association by the deadline stated in the form in order for a candidate's name to appear on the notices of the Annual Meeting and the Secret Ballot.
- h. The candidacy form may include the opportunity for each candidate to submit a 150-word written statement reasonably related to the election, including advocating a point of view. Candidate statements received on a timely basis will be included with the Association's mailing of the notice and ballot materials. The Association will not edit or redact these statements but may include a statement specifying that the candidate is responsible for that content. (Civ. Code, § 5105(a)(1).)
- i. The Association's Secretary will review the candidate nomination forms, and if the person is not qualified to be a nominee, that person's name will not be included on the Secret Ballot that is mailed to the Membership. The Secretary may delegate this certification to management or to another Director at any time.
- j. Meet the Candidates Night: The Association may hold an informal gathering prior to the Annual Meeting. All candidates may participate. All candidates may give oral statement of their qualifications of no longer than five (5) minutes per candidate. Questions may also be directed to any candidate by the Members present at the meeting. The candidates are not required to attend the Meet the Candidates Night, to make a statement, or to answer questions, but are encouraged to do so. An Association manager, Director not up for election, or an Inspector of Election may moderate the event. The Board of Directors may hold the Meet the Candidates Night at or during a Board meeting.
- k. Secret Ballots: The Association will utilize a secret ballot ("Secret Ballot" or "Ballot") process, which is required by California law, as described in Section 4, below, for the following categories of votes:
 - i. A vote of the Membership regarding assessments;
 - ii. Election or removal of Members of the Association's Board of Directors;
 - iii. Amendments to the governing documents;
 - iv. Grant of exclusive use of common area property pursuant to Civil Code Section 4600; and
 - v. Any other Membership votes which may be required or allowed by law.

- l. As set forth in Rule 2.a., above, the Association's Annual Meeting will be held in February at a time to be set by the Board. The Inspectors of Election will send out a Notice of Annual Delegate Districts Meeting, which will advise all Members of times when registration will begin, when the meeting will be called to order, and when the polls will open. The notice will also state the dates and times when the Members and candidates may attend the Annual Delegate Districts Meeting to witness the Inspector's registration, review, count and tabulation of the Ballots for the Annual Delegate Districts Meeting. The Inspectors of Election also will send out a Notice of Annual Delegates Meeting, which will advise all Delegates of when the meeting will be called to order and the agenda for the meeting.
- m. Other meetings of the Delegates ("Special Delegate Meetings") may be noticed and held by the Association to vote on matters which are proper for Delegate vote ("Voting Proposal"). The Board may also determine not to notice or hold Delegate Meetings for votes on matters, except for Delegate Meetings required for the removal or election of Directors and Annual Meetings, and may conduct the vote by Secret Ballot process and have the Secret Ballots counted and tabulated at a duly noticed open Board meeting.
- n. Prior to any election of Directors or Voting Proposal being submitted to the Delegates for approval, the Voting Proposal first shall be submitted to a vote of the Members in each Delegate District. Delegates may not exercise any discretion whatsoever when casting the voting power represented by the Delegates. The Delegates are merely vote carriers. (CC&Rs, Article IV, Section 4.5.1.)
- o. The Directors must be elected by Secret Ballot and cannot be elected by voice vote or show of hands at an Annual or other Special Delegate Meeting. At Annual Meetings or other Special Delegate Meetings where Directors will be elected, the Secret Ballot votes for Directors will be counted and tallied, and the Report of the Inspector of Election will provide the tabulated results of the vote and election.
- p. Other business at an Annual or other Special Delegate Meetings, such as approval of minutes, motions to close registration, motions to cease balloting, motions to adjourn, and other parliamentary or meeting procedures required by a recognized system of parliamentary procedure may be conducted by a show of hands, voice vote or other recognized method, including a roll call vote.
- q. All Delegate Meetings, Delegate District Member Meetings, and votes will be conducted in accordance with the Association's Governing Documents and California Corporations and Civil Codes, as appropriate.
- r. Members will have one vote per Lot owned. When more than one person holds an ownership interest of record in any Lot, all such persons shall be Members of the Association; although in no event shall more than one vote be cast with

respect to any Lot. In elections of Directors, this one vote will be multiplied by the number of Director positions up for election (e.g., if three (3) director positions are available, each Lot will receive three (3) votes to cast.)

- s. For election of Directors, cumulative voting shall be used as permitted by the Association's Bylaws for all elections in which more than one (1) Director shall be elected. Cumulative voting means that a Member may cast as many votes as there are directors' seats to fill. The Member may cast all votes for one candidate or divide up the votes among the candidates. No fractional votes are permitted. Members do not have to cast all of their votes. (Bylaws, Article IV, Section 4.6.2(iii).)
- t. The Association will create and retain a candidate registration list and a voter list. The voter list shall include the name, voting power, and either the physical address of the Member's Lot, the parcel number, or both. The mailing address for the ballot shall be listed on the voter list, if it differs from the physical address of the Lot, or if only the parcel number is used. The Association shall permit Members to verify the accuracy of their individual information on the candidate registration list and voter list at least thirty (30) days before ballots are distributed. The Association or Member shall report any error or omissions to either list to the Inspector of Election, who shall make any correction within two (2) business days of being notified of the error or omission.

3. Inspector(s) of Election

- a. One (1) or three (3) independent third party Inspector(s) of election ("Inspector") will be selected and appointed by the Board of Directors at an open Board Meeting.
- b. For purposes of this Section 3, independent third parties include the following:
 - i. A volunteer poll worker working for the county registrar of voters;
 - ii. A Licensee of the California Board of Accountancy;
 - iii. A Notary Public;
 - iv. A Member of the Association who does not hold a position on the current Board of Directors, is not related to a Member of the current Board of Directors, is not a candidate for the forthcoming election, and is not related to a candidate for the forthcoming election, for which such Member of the Association would serve as an Inspector; or
 - v. Such other persons as may be provided by California Law.
- c. The Board will not select as an Inspector a Member of the Board of Directors, a candidate for the Board of Directors, a relative of a Member of the Board or of a candidate, or a person currently employed by or under contract to the Association for other compensable services, other than serving as Inspector.

- d. The Board may determine to pay compensation to the professional non-Member third party Inspector, if any. If the Board determines to appoint and pay a professional non-Member independent third party to be Inspector, the Board will require the following terms to be met by the independent third party Inspector:
 - i. A written contract for the Inspector to be hired as an independent contractor;
 - ii. The Inspector will maintain insurance with at least one million dollars (\$1,000,000.00) commercial general liability coverage, including completed operations coverage, and one million dollars (\$1,000,000.00) Directors & Officers/Errors & Omissions (naming the Association and its management company as additional insureds on all insurance policies);
 - iii. After tabulating the ballots, the Inspector shall maintain custody of the Association Election Materials, as defined in Rule 15.e, and store the Association Election Materials in a secure place for at least one (1) year, after which time the Association Election Materials shall be turned over to the custody of the Association and maintained as records of the Association for so long as the law requires;
 - iv. The professional non-Member independent third party Inspector shall indemnify the Association, if the professional non-Member independent third party Inspector is grossly negligent, or commits malicious and/or willful misconduct.
- e. If an Inspector is unwilling to, unable to, or does not, perform his or her duties as stated in these Rules, or becomes ineligible to be an Inspector at any time after appointment under these Rules, the Board may remove that Inspector without notice, and may appoint another Inspector in his or her place.
- f. Inspector's Duties:
 - i. Maintain voter lists and candidate registration lists;
 - ii. At least thirty (30) days before an election, deliver to Members (or cause to be delivered) ballots, voting instructions, and a copy of the Election Rules;
 - iii. Determine the number of Memberships entitled to vote and the voting power of each;
 - iv. Determine the authenticity, validity, and effect of proxies, if any;
 - v. Receive Secret Ballots and proxies, if any;
 - vi. Hear and determine all challenges and questions in any way arising out of or in connection with the right to vote;
 - vii. Count and tabulate all votes;

- viii. Determine when the polls shall close;
 - ix. Determine the results of the election or vote;
 - x. Perform any acts as may be proper to conduct the election with fairness to all Members, in accordance with California Law and these Rules;
 - xi. All duties must be performed in good faith, to the best of the Inspector's ability, as expeditiously as practical, and in a manner that protects the interests of all Members;
 - xii. Prior to the mailing of the Secret Ballots by the Association, the Inspector will determine the location where the sealed Secret Ballots will be mailed or delivered; and
 - xiii. The Inspector of Elections shall also determine where the Inspector will maintain custody of the sealed Secret Ballots, signed voter envelopes, voter list, proxies, and candidate registration list, before and after the count and tabulation of the vote by the Inspector.
- g. To satisfy the requirement of notice regarding the Election Rules, as set forth in Rule 3.f.ii, above, the Election Rules may be posted to the Association website, if any, and including the website address on the ballot together with the following phrase in at least 12-point font: "The rules governing this election may be found here:"; or the Election Rules may be sent by individual delivery under Civil Code Section 4040.
 - h. The Inspector may appoint and designate additional personnel to assist him/her/them in his/her/their duties, including registration, opening, counting and tabulating, but the Inspector will oversee and be responsible for all actions of such designees. Any additional persons appointed to assist the Inspector must meet the qualifications stated above at Rule 3.c. Only the Inspector may sign the Inspector's report of the election, but additional designees may be required to sign an oath regarding his/her/their duties.
 - i. If there are three (3) Inspectors, the decision to act or make a decision must be by a majority of the Inspectors and is effective, in all respects, as the decision of all.
 - j. The report of the Inspector of the election shall be prepared for all votes, and once signed to certify the results of the vote, count or election, is prima facie evidence of the facts stated in the report.

4. Secret Ballot Procedures

- a. At least thirty (30) days before the ballots are distributed, the Association shall provide general notice of the date and time by which, and the physical address where, ballots are to be returned by mail or handed to the Inspector; the date, time

and location of the meeting where the ballots will be counted; and the list of candidates that will appear on the ballot.

- b. At least thirty (30) days prior to the Annual Meeting, other Special Delegate Meeting, or vote to be taken, the Inspector will deliver or cause to be delivered to the Members, by first-class mail, the Secret Ballots, along with two preaddressed envelopes ("Envelopes") and instructions on how to return the Secret Ballots. The Annual Meeting date, other Membership meeting date, or deadline date for other votes taken without a meeting will be considered the due date for completed Secret Ballots to be received by the Association. A Notice of Meeting will also be sent, which will include instructions on how to return Secret Ballots.
- c. At least thirty (30) days before any election, the Inspector will deliver or cause to be delivered Election Rules as required by Rule 3.f.ii, above.
- d. The Secret Ballot itself will not identify the voter by name, address, parcel number or Lot number.
- e. The Secret Ballot and Notice will contain the names of any candidates known to the Association at the time the Secret Ballot and Notice are mailed.
- f. The Secret Ballot itself is not signed by the voter but is inserted into an inner ballot envelope which is preaddressed to the Inspector (Envelope #1).
- g. The voter then seals Envelope #1 and inserts Envelope #1 into a second preaddressed outer mailing envelope (Envelope #2), which is then also sealed by the voter.
- h. In the upper left-hand corner of Envelope #2, the voter prints and signs his or her name, and prints the address of the Lot that entitles him or her to vote. A proxy holder voting on behalf of a Member at a meeting shall print the name and address of the proxy giver in the upper left-hand corner of Envelope # 2, but shall sign the proxy holder's name on Envelope # 2.
- i. The owners of multiple properties must submit separate Secret Ballots in separate sealed Ballot Envelopes (#1 and #2) for each property owned.
- j. Envelopes #1 and #2 shall be preaddressed to the Inspector at the location selected by the Inspector.
- k. Secret Ballots may be mailed to the selected address or delivered by hand by the Member to the location selected by the Inspector.
- l. All Secret Ballots must be mailed or delivered to the Inspector, or brought to a Meeting to be voted in person at the Meeting.
- m. The Member may request a receipt for hand delivery of the sealed Envelope #2 to the location selected by the Inspector. Any Member desiring a receipt for mail delivery should send the Secret Ballot by certified mail, return receipt requested,

to the location selected by the Inspector. A Member shall not receive a receipt for hand delivery of a sealed Envelope or Ballot brought to a Meeting.

- n. Only the Association's Secret Ballots and envelopes which are sent out to the Membership by the Association or are provided by the Association at the Membership meeting will be accepted by the Inspector. No copies, faxes, or emails of the Secret Ballots and envelopes will be accepted or counted by the Inspector.
- o. Members must clearly print out the correct name of the owner, the address, and sign the upper left hand corner, or may use pre-printed address stickers or labels instead of personally printing their own information on Envelope #2. However, the information must be accurate and correct per the Association's records, or it will not be valid.
- p. The Member must sign on the signature line shown on the upper left-hand corner of Envelope #2. If an outer mailing envelope is not signed by the Member, it will not be counted by the Inspector for any purpose, including quorum or as a cast vote.

5. Proxies

- a. The Association will not send out a proxy for the Annual Meeting or other Membership vote. Proxies will be accepted only if those proxies and the proxy holders are determined by the Inspector to meet all of the requirements of the Bylaws, the California Corporations Code, and the California Civil Code. Proxy holders shall not be given Secret Ballots pursuant to proxies until after the time that all proxies and Secret Ballots (except for those Secret Ballots to be distributed pursuant to proxies) have been registered, and the proxy has been upheld as valid.
- b. Proxies must be in writing and filed with the Secretary in advance of each meeting. Every proxy shall be revocable and shall automatically cease on the expiration date specified on the proxy, or if none is specified, after completion of the meeting for which the proxy was filed.
- c. Any instruction given in a proxy that directs the manner in which the proxy holder is to cast the vote must be set forth on a separate page of the proxy that can be detached and given to the proxy holder to retain.
- d. The proxy holder must be a Member of the Association as required by California Law, and must be present in person at the District Delegate Members meeting and shall cast the proxy giver's/Member's vote by Secret Ballot at the meeting, unless the proxy is revoked by the proxy giver prior to the Inspector's receipt of the proxy giver's Secret Ballot at the meeting. If the proxy holder is not present at the meeting, the proxy shall not be valid for any purpose.
- e. Any Member who gives another Member his or her proxy does so with the full understanding that the Association and Inspector will not be responsible for ensuring that any proxy holder votes the proxy in accordance with the proxy

giver's direction. The Inspector cannot verify or observe how the proxy holder marks the proxy giver's/Member's Secret Ballot.

- f. Any proxies previously distributed by the Association for quorum purposes only, including general proxies, will be valid and accepted by the Association until their expiration.
- g. Delegates may not act by proxy. (Bylaws, Article II, Section 2.2.)

6. Effect of Submitting Secret Ballot

- a. **ONCE A SECRET BALLOT IS RECEIVED BY THE INSPECTOR, THAT SECRET BALLOT CANNOT BE CHANGED, RETRIEVED, OR REVOKED.**
- b. Only one Secret Ballot may be submitted for each Lot. Once a Member submits a Secret Ballot with regard to a particular Lot, no other Secret Ballot or proxy may be submitted for that Lot. Should more than one Secret Ballot be submitted with regard to a particular Lot, the Secret Ballot which was earliest received may be counted for that property, or the Inspector may determine not to count either Secret Ballot, at the discretion of the Inspector. If it cannot be determined which Secret Ballot was earliest received, no Secret Ballot will be counted for that Lot.

7. Registration of Secret Ballots at the Meeting

- a. The Association will have the Membership registration list at the Delegate District Members meeting.
- b. Verification of information on the outside of Envelope #2 and registration of envelopes received may be performed by the Inspector or his/her designees prior to the meeting or deadline for voting.
- c. Registration will be conducted by the Inspector of Election or his/her/their designees and votes counted and tabulated by the Inspector at a duly noticed Delegate District Members or Board meeting in front of any Members or candidates who may wish to witness the registration and opening and counting of the Secret Ballots or Proxies.
- d. All Secret Ballots must be sealed in the two sealed Envelopes and contain all required information on the upper left-hand corner of Envelope #2.
- e. The Inspector will review the information provided on the upper left-hand corner of Envelope #2. The Inspector will require, at a minimum, the following:
 - i. The Member must print his or her name or place a label on Envelope #2, it must be legible and must match the name of at least one (1) of the record owners of the Lot as shown on the Association's Membership list;

- ii. The Member's (or, in the case of a Secret Ballot cast pursuant to proxy, the proxy holder's) signature must be on Envelope #2;
- iii. The address shown on Envelope #2 must correspond to the Member's Lot on the Association's records. The Inspector will determine whether the failure to include information on Envelope #2 should result in the Secret Ballot being counted for quorum purposes only, or not counted for any purpose;
- iv. If any Member fails to put a Secret Ballot into both of the sealed envelopes, and/or sends/delivers empty Envelopes, the Envelopes will not count for any purpose, including quorum.

8. Registration of Members in Person and By Proxy

- a. A Member wishing to vote in person at the Membership meeting must present himself or herself at the registration table with identification to show that he or she is the record Owner of the Lot. The holder of a general power of attorney for a Member must present himself or herself at the registration table with an original, signed, notarized power of attorney and identification to show that he or she is the attorney-in-fact.
- b. A Member may not revoke or change any previously received Secret Ballot. A Member may attend the meeting, but will not be given a new Secret Ballot to vote at the meeting, if the Association has received a Secret Ballot for that Lot.
- c. If a Secret Ballot has not been previously received by the Inspector for a particular Lot, a Member in attendance at the meeting from that Lot will be given a Secret Ballot along with two envelopes to mark and cast in secret at the Delegate District Members meeting or board meeting. The Inspector will mark the registration list to memorialize that the Member received a Secret Ballot at the Delegate District Members meeting or board meeting. Such Secret Ballots may, at the discretion of the Inspector, be on paper of a color different than the color used for Secret Ballots cast by mail. Such Secret Ballots will only be counted at any Delegate District Members meeting or adjourned meeting if properly placed into both Envelopes #1 and #2, and if they are otherwise valid pursuant to these Election Rules.
- d. Members voting in person at the Delegate District Members meeting or board meeting must still use Envelopes #1 and #2, and Envelope #2 must be filled out, sealed and signed. Failure to use the two envelope system at the Delegate District Members meeting or board meeting may lead to invalidation of the Secret Ballot cast at the Delegate District Members meeting or board meeting and may prevent the Secret Ballot from being counted at any adjourned date.
- e. If, in the sole discretion of the Inspector, the requirements above are not met, the envelope/Secret Ballot may not be registered and will not be valid for any purpose.

- f. If a Member brings valid proxies to the Delegate District Members meeting, the Inspector will review and make all necessary determinations regarding those proxies, including the validity of those proxies. Subject to this verification, the Inspector of Election shall register each Proxy received by placing a "P" on the membership roster alongside the proxy-giving Member's name. The Inspector is not required to observe and verify that Secret Ballots are marked by the proxy holder in the manner instructed by the proxy giver.
- g. If a Member has cast a Secret Ballot by mail or delivery, which is received by the Inspector prior to the Inspector's receipt of a Secret Ballot cast by the Member's proxy holder, the Member's Secret Ballot will supersede and control over any proxy submitted or any Secret Ballot later cast by the Member's proxy holder.
- h. A Member may revoke his or her proxy by casting a Secret Ballot by mail or delivery to the Inspector or as otherwise provided in Corporations Code Section 7613, provided such revocation is completed prior to the Inspector's receipt of a Secret Ballot from the Member's proxy holder and in advance of any vote or Delegate District Members meeting.
- i. After the time specified in the notice to the Members relating to the closing of the polls has passed, the Inspector may close registration and close the polls.

9. Adjourned for Lack of Quorum

- a. Any Delegates meeting, Annual or Special, may be adjourned or adjourned to another place and/or time by the vote of the majority of Delegates present at the Meeting. The Delegates at any reconvened Meeting may take any action that might have been transacted at the original Meeting. The required quorum at any adjourned Delegates meeting consists of Delegates representing at least twenty-five percent (25%) of the voting power of the Members. An Adjourned Delegates Meeting must be held not less than five (5) days nor more than thirty (30) days from the date the original meeting was called. (Bylaws, Article III, Section 3.6.)
- b. Secret Ballots that are received by the Inspector, in properly completed and sealed Envelopes #1 and #2, will be valid for adjourned meetings.
- c. No ballots may be counted at Delegate District Members meetings unless a quorum of Delegates is present.
- d. The Secret Ballots will be counted during duly noticed Board or Delegate District Members meetings. The Inspector may request that any Meeting be recessed to allow the Inspector to complete the counting and tabulation of the Secret Ballots at another time. Notice of the recessed Meeting will be given to all Members and candidates of the location, dates and times when the counting and tabulation will be performed. The Inspector will continue to maintain custody of all Secret Ballots until the counting and tabulation is complete or may delegate custody to the Association's legal counsel or management.

10. Observation/Custody of Ballots, Etc.

- a. Any candidate or other Member of the Association may witness the opening of sealed Secret Ballots, proxies (if any), and the counting and the tabulation of the votes.
- b. No person, including any Member of the Association, may open any envelopes or otherwise review any Secret Ballot prior to the time and place at which the envelopes are opened and the Secret Ballots are counted and tabulated by the Inspector.
- c. The Secret Ballots and other election materials at all times will be in the custody of the Inspector, or at a location designated by the Inspector, for one (1) year after the tabulation of the votes.

11. Consultation With Association Counsel

The Inspector will have the authority to confer with Association legal counsel in advance of or at the meeting. Legal counsel represents the Association and does not represent the Members, candidates, Inspector, Board Members, management or any other individual. By the adoption of these Election Rules, Association legal counsel has been authorized by the Board of Directors to provide advice to and to waive the attorney-client confidential communication privilege as determined necessary or prudent by the attorney to inform and advise the Inspector regarding issues or matters related to the Inspector's performance of his/her/their duties for the Association. The Inspector may confer with Association legal counsel outside the presence of the Members.

12. Nominating/Balloting

Once registration for the polls has been closed, if a quorum is present, the membership meeting may proceed with nominations from the floor (if applicable), followed by balloting, etc.

13. Tabulation, Counting, Inspector's Conduct, Etc.

- a. Once the balloting has been closed by the Inspector, the Inspector may then open the sealed envelopes and begin the count and tabulation of the ballots. All (sealed) inner (#1) envelopes will be set aside upon opening the duly registered Envelopes #2; Envelopes #1 will then be opened and the ballots tabulated.
- b. All votes shall be counted and tabulated by the Inspector in public, at a properly noticed open Meeting of the Board, of the Delegate District Members, or of the Delegates.
- c. If the Inspector opens the envelopes and determines that there is no Secret Ballot in an envelope, the empty Envelope will not be counted for any purpose.
- d. Members and candidates may witness the counting and tabulation from a distance of at least six (6) feet from any Inspector.

- e. The Inspector will not provide Members or candidates with information, will not answer questions, or engage in discussion, and will not provide any interim counts or tabulations. Inspectors will only provide the Members or candidates with a final count and tabulation.
- f. Members and candidates may not communicate with the Inspector during the inspection, opening, counting or tabulation process.
- g. Any witness or observer may be ejected or removed by the Inspector for any disruptive, noisy, or rude behavior.
- h. Any Secret Ballot must be legible and clearly marked. If the Secret Ballot is marked to cast more votes than the maximum number of votes permitted, no votes will be counted, and the Secret Ballot will be used for quorum purposes only. A Member does not have to use all of his or her votes, and may cast fewer votes than the maximum number of votes.
- i. If a Secret Ballot is signed or other identification is written on the Secret Ballot by the owner, the Inspector may determine to count the Secret Ballot. However, the Association will not protect the Owner's privacy and will not be responsible for redacting that information in the event a recount or review of the Secret Ballots is requested.
- j. The Inspector will certify the results of the election by completing a written report.

14. After Tabulation

- a. Results of the election or vote shall be announced and be promptly reported to the Board of Directors and the tabulation recorded in the minutes of the next Meeting of the Board. The Inspector may also determine whether the tabulated results will be announced at the Meeting.
- b. The tabulated results shall be available for review by all Members after the certification of the Membership meeting by the Inspector.
- c. Tie Votes: In the event of a tie vote among any number of the candidates, unless those candidates are present and agree to break the tie by coin toss, lot, or any other method of determining the results by chance, the Association will notice a special membership meeting and send out ballots to all members for a vote to break the tie. Said vote shall be conducted in accordance with the procedures herein, to the extent they are applicable to a run-off vote. No previously cast ballots or proxies will be used at the meeting to break the tie.
- d. Within fifteen (15) days of the election/vote, the Board shall publicize the tabulated results of the election/vote in a communication directed to all the Members by General Delivery.

- e. The Secret Ballots, the outer mailing Envelopes (#2), voter list, proxies, candidate registration list, and the meeting registration list ("Association Election Materials"), will be stored in a secure place in the custody of the Inspector, or in a location designated by the Inspector, for one (1) year after the date of the election/vote, at which time custody shall be transferred to the Association.
- f. In the event of an election challenge and upon receipt of a written request from a Member for review or recount, the Association will make the Association Election Materials available for inspection and review by Members or their authorized representatives. In order to protect the security of the Association Election Materials, one or more Association representatives must be present during such inspection and review.
- g. Upon the written request of a Member, in compliance with the requirements of Civil Code Section 5200, *et seq.*, the Association shall provide a copy of the Association Election Materials to the requesting Member, with the exception of the outer mailing Envelopes (#2), which may only be inspected and not copied.
- h. Any recount shall be conducted in a manner that shall endeavor to preserve the confidentiality of the vote. However, the Association will not be responsible for redacting or otherwise protecting any identifying/other information that is written on a Secret Ballot, or other categories of Association Election Materials, by a Member.
- i. Only one person at a time may review, inspect, or recount the original Association Election Materials. No copies may be made of the outer mailing Envelopes (#2). Cellphones and cameras are not permitted in the room at the time of the inspection, review, or recount. Only the paper and markers provided by the Association may be used to take any notes.
- j. The Association or the professional Inspector may establish any additional rules and procedures for the review and recount by Members, and a charge or cost may be imposed to be payable by the Members in advance for the time of persons to observe and monitor the review or recount.

15. Access to Association Facilities and Communications/Use of Association Funds

- a. If any candidate or Member advocating a point of view is provided access to any Association media, including newsletters, Internet web sites, or other Association publications during any campaign, for purposes that are reasonably related to that election, then all candidates and Members advocating a point of view shall be provided with equal access for purposes reasonably related to that election.
- b. The Association shall not edit or redact the content from the communications of candidates and Members advocating a point of view, but may provide a statement specifying that the candidate or Member, not the Association, is responsible for that content.

- c. Access to common area meeting spaces, to the extent such exist, will be made available to all candidates and Members advocating a point of view, for purposes reasonably related to the election or vote, at no charge. The Association may set forth the specific dates and times at which such access will occur in the Notice of the Membership meeting.

THE FOREGOING ASSOCIATION MEMBERSHIP MEETING AND VOTING RULES WERE ADOPTED December 30, 2019, by the Board of Directors in a duly noticed open Board meeting following the Board's compliance with Civil Code Section 4360.

ATTESTED TO:

By: 

Secretary: Sandy Stewart

Notice of Association Rules adoption was posted on the website for the Membership within fifteen (15) days of the adoption date.

ATTESTED TO:

By: 

President: Mary Margaret Stern