

# RGO HOA GENERAL PROCEDURES FOR ELECTIONS AND VOTING

## RANCHO GLENOAKS HOMEOWNERS ASSOCIATION

### BOARD OF DIRECTORS

#### GENERAL PROCEDURES FOR ELECTIONS AND VOTING

##### **BACKGROUND**

In accordance with the Davis-Stirling Act, Civil Law, and the RGO HOA governing CC&Rs and BYLAWS documents, the following election procedure has been approved and adopted by the Board as rules of operation for the items legally requiring a vote of the membership defined by Civil Code Section 1363.03, and any amendments thereto, including but not limited to, elections of directors, all votes to remove one or more directors, votes on assessments that legally require a vote, amendments of the governing documents, grants of exclusive use of common areas, and such owner votes the Board determines should be conducted by secret ballot. The Board shall review this procedure once a year to adopt modifications and incorporate changes in the law governing association general procedures for elections and voting.

##### **ENUMERATION, OFFICERS, ELECTION, TERM**

A Board of five (5) directors shall manage the affairs of the Rancho Glenoaks Homeowners Association. The officers of the Association shall be a President and Vice President, who shall at all times be Members of the Board of Directors, a Secretary and a Treasurer, and a Member at Large. The Members shall elect directors to fill all positions on the Board for a term of one (1) year. A vacancy shall be deemed to exist in the event of the death, resignation or removal of any director. The count of the vote for the election of Board Members shall be conducted at the annual general membership open meeting. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the Members<sup>1</sup>.

1. Nominating Committee/Call for Candidates<sup>2</sup>.
  - a. Nominating Committee
    - i. A Nominating Committee consisting of a chairman, who shall be a Member of the Board of Directors, and two (2) or more Members of the Association, shall make nominations for the office of a Member of the Board of Directors
    - ii. The Board of Directors prior to each annual meeting of the Members shall appoint the Nominating Committee, to serve from

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<sup>1</sup> RGO HOA BYLAWS Section 5.01, 7.01-7.03

<sup>2</sup> RGO HOA BYLAWS: Section 5.03. NOMINATION OF DIRECTORS.

Nominations for the office of a Member of the Board of Directors shall be made by a Nominating Committee consisting of a chairman, who shall be a Member of the Board of Directors, and two (2) or more Members of the Association, all of whom shall be appointed by the Board of Directors prior to each annual meeting of the Members, to serve from the close of such annual meeting until the close of the next annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall, in its discretion, determine, but not less than the number of vacancies that are to be filled. Members may also make nominations from the floor at the annual meeting or such other meeting at which Members of the Board of Directors are to be elected. Such nominations may be made from among Members or non-Members.

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the close of such annual meeting until the close of the next annual meeting.

- iii. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall, in its discretion, determine, but not less than the number of vacancies that are to be filled.
- iv. In addition to accepting Members nominations from the floor at the annual meeting or such other meeting at which Members of the Board of Directors are to be elected, such candidates or nominations will be gathered and included through a "Call for Candidates" conducted by the Nominating Committee.

### **b. Call for Candidates<sup>3</sup>.**

- i. The Call for Candidates will be conducted thirty (30) days prior to ballot mailing for voting and sixty (60) days prior to the annual meeting or such other meeting at which Members of the Board of Directors are to be elected. The Call for Candidate package will include:
  - (i) A Notice for Call for Candidates
  - (ii) Candidate Filing Form
- ii. Member's wishing to respond to the Call for Candidates including current Board Members must return the completed Call for Candidate Package within 30 days of USPS mailing of the package.
- iii. Recording Log. . The Nominating committee will log all received responses noting name, contact information and date received.
- iv. Candidates failing to submit a Candidate Filing Form by the deadline date will not have their names placed on the ballot or proxy, but are legible to be nominated from the floor at the annual meeting and may receive write-in votes. The Candidate Filing Form will be enclosed with the notice of annual membership meeting. The Association will not edit the content of these forms, but will publish a general statement of non-responsibility for the content of all published forms. Any candidate can request in writing that his/her form not be published as provided herein and the Association will honor any such request prior to the date of the publication of all forms. Except as provided in this paragraph, no Candidate Filing Form or other editorial or campaign material will be published in any Association media.

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<sup>3</sup> Davis Sterling Common Interest Development Act

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2. **Prepare Ballot Package for mailing** The secret ballot, two preaddressed envelopes, completed candidate filing forms, and 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 deadline for voting. In order to preserve confidentiality, name, address, or lot, parcel, or unit number on the ballot may not identify a voter. The Board of Directors shall set a record date establishing those owners entitled to vote on any ballot. Should the Board fail to set a specific record date, the record date shall be the date the ballot was posted in the United States mail.
- a. The secret ballot shall contain the names of candidates and a place for entering a name as a write-in candidate wishing to run for one of the vacant Board of Directors positions. The secret ballot will be preprinted with the number of votes to which a particular owner is entitled.
  - b. The secret ballot itself is not signed by the voter, but is inserted into an envelope that is sealed once an owner casts their vote. . This envelope is inserted into a second envelope that is sealed. In the upper left hand corner of the second envelope, the voter shall sign his or her name, indicate his or her name, and indicate the address or separate interest identifier that entitles him or her to vote.
  - c. The second envelope is addressed to the inspector or inspectors of election, who will be tallying the votes. The envelope may be mailed or delivered by hand to a location specified by the inspector or inspectors of election. Ballots may be submitted at any time from the members' receipt of the ballot until the announced deadline or any extensions thereof as set by the inspector or inspectors of elections. Ballots may be brought to the membership meeting and deposited in the ballot box at the meeting so long as the time for the polls to close is after the time the membership meeting is scheduled to be called to order. The member may request a receipt for delivery.
3. **Receiving the Vote.** In accordance with the Davis-Sterling CID Act, the association shall select an independent third party as an inspector or inspectors of election.

The inspector shall have the right to verify the member's information and signature on the outer envelope and to review the number of ballots collected prior to the deadline for voting and inform the Board of Directors of the number of ballots received. The inspector of election shall have the right to extend the voting deadline if there is insufficient number of ballots received. Voting envelopes shall not be opened as part of the review – only a review of the unopened envelopes is allowed to verify the member's information and determines the total number of ballots returned.

Except as provided in above paragraph, above, 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

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counted and tabulated. At the request of the inspector of election and upon showing good cause, the Board of Directors may authorize a postponement or extension of the counting of the ballots to another date and time, which shall be open to the membership.

The Inspector of Election shall be responsible for: the following:

- a. Determine the number of memberships entitled to vote and the voting power of each. In accordance with the governing documents, members shall be entitled to one vote per acre or portion thereof in which they hold an interest,<sup>4</sup> except in the election of directors where cumulative voting is required where more than two positions are to be filled<sup>5</sup>. Cumulative voting for directors shall be permitted in any secret ballot for the election of directors.
- b. Hear and determine all challenges and questions in any way arising out of or in connection with the right to vote.
- c. Proxies. Determine the authenticity, and validity of proxies.
  - i. Voting by proxy will be permitted and honored in accordance with the provisions of the Bylaws in any election or vote where a membership meeting will be held and voting will be allowed or tallied at the meeting. However the Board of Directors may elect not to prepare and distribute proxies in any vote or election covered by Civil Code &1363.03. The responsibility to prepare and submit proxy rests with the owner seeking to authorize another to vote by proxy. Proxy submitted to and accepted by the Association must conform to the requirements of the law.
  - ii. Under Civil Code &1363.03, proxies submitted to the Association are to consist of two separate parts: (1) the designation of the proxy holder coupled with the scope and effective dates of the proxy, and (2) the instructions to the proxy holder on how to vote.
  - iii. Proxies are to be returned to the Inspector of Elections or the Association's management company as designated prior to any deadline set by the Board of Directors for the return of proxies. Proxies received after the deadline set by the Board shall not be counted but may be allowed at an adjourned and reconvened meeting as determined by the inspector of election.
- d. Receive ballots by mail and on the day of the annual membership meeting.
- e. The polls shall close consistent with the governing documents. Once cast, secret ballots cannot be revoked or changed, even if the member attends the meeting and seeks to change or withdraw his or her vote before the polls close.

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<sup>4</sup> Declaration Article IV Section 4.03

<sup>5</sup> Bylaws, Article V. Section 5.04

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- i. **Quorum: Election Or Removal Of Directors.** In any vote pertaining to the election or removal of Directors, a quorum of members must be established at a membership meeting before the ballots can be counted<sup>6</sup>. In accordance with the bylaws, a quorum requires the presence either in person or by proxy of members entitled to cast votes equal to at least fifty percent (50%) of the total voting power of the members; although the quorum may change for adjourned meetings (at which meeting the quorum shall be twenty-five percent (25%) of the total voting power of the members), or pursuant to statute<sup>7</sup>.
  - ii. **Quorum: Other Types Of Votes.** For other types of votes requiring a homeowners vote, if there is no quorum at the meeting at which the secret ballot were originally intended to be counted, the inspector of elections shall determine whether the ballots are to be counted at the next adjourned and reconvened membership meeting. If a proposed homeowner action requires a specific number of votes to be effective (e.g. to amend the governing documents), then the action will not be effective unless that number of votes is received.
- f. Count and tabulate all votes.
- g. Determine the tabulated results of the election.
- h. Perform any acts as may be proper to conduct the election with fairness to all members in accordance with this section, the Corporations Code, and all applicable rules of the association regarding the conduct of the election that are not in conflict with this section.
- i. 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.
- j. Handling the Ballots received
- k. Voter log

### **4. Counting the Vote**

- a. All votes shall be counted and tabulated by the inspector or inspectors of election or his or her designee 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. No

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<sup>6</sup> Bylaws, Article V. Section 5.02

<sup>7</sup> Bylaws, Article IV, Section 4.05

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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. The inspector of election, or his or her designee, may verify the member's information and signature on the outer envelope prior to the meeting at which ballots are tabulated. Once the inspector of elections receives a secret ballot, it shall be irrevocable.

- b. The tabulated results of the election shall be promptly reported to the board of directors of the association and shall be recorded in the minutes of the next meeting of the board of directors and shall be available for review by members of the association. Within 15 days of the election, the board shall publicize the tabulated results of the election in a communication directed to all members.
- c. The sealed ballots at all times shall be in the custody of the inspector or inspectors of election or at a location designated by the inspector or inspectors until after the tabulation of the vote, and until the time allowed by Section 7527 of the Corporations Code for challenging the election has expired, at which time custody shall be transferred to the association. If there is a recount or other challenge to the election process, the inspector or inspectors of election shall, upon written request, make the ballots available for inspection and review by an association member or his or her authorized representative. Any recount shall be conducted in a manner that preserves the confidentiality of the vote.